

Certified to be a true copy of
the original

Company No. 03573626

INGENIOUS MEDIA PLC
(THE "COMPANY")

SUSAN FORD - DIRECTOR & COMPANY
SECRETARY

Susan G Ford

RESOLUTIONS IN WRITING
OF THE MEMBERS OF THE COMPANY
(Passed 10th May 2006)

We, the undersigned, being all the members entitled to attend and vote at general meetings of the Company at which we were present, pursuant to the powers contained in the Articles of Association of the Company and in particular regulation 53 of Table A in the Companies (Tables A to F) Regulations 1985 hereby RESOLVE the following, to take effect as if in the case of resolution 1 it had been passed as an ordinary resolution at a general meeting duly convened and held and in the case of resolutions 2 and 3 they had been passed as special resolutions at such a meeting.

ORDINARY RESOLUTION

1. THAT the 10,000 issued and unissued L Shares of 5p each in the capital of the Company be and are hereby subdivided into 400,000 L Shares of 0.125p each in the capital of the Company.

SPECIAL RESOLUTIONS

2. THAT new Articles of Association in the form annexed hereto and initialled for the purposes of identification be and are hereby adopted in substitution for and to the exclusion of the existing Articles of Association.
3. Subject to the passing of Resolutions 1 and 2, the 400,000 L Shares be re-designated into such numbers and such classes of Shares as are set out at Appendix 1 hereto, each such class having the rights and being subject to the restrictions attaching thereto under the new Articles of Association adopted pursuant to Resolution 1.



For the avoidance of doubt and subject to the passing of Resolutions 1 to 3 above, for every issued L Share of 5p each in the capital of the Company previously held, a registered holder will hold such number of classes of Share as are set out at Appendix 2 hereto.

Member

Signed

Date

Patrick Anthony McKenna

P. McKenna

10 May 2006

Margaret Elizabeth Anne McKenna

M.E.A. McKenna

10 May 2006

APPENDIX 1

(RE-DESIGNATION OF 400,000 L SHARES)

Class of Share	Number of Shares	Nominal value per Share	Total Nominal Value (£)
"L"	20,000	0.125p	25
"M"	20,000	0.125p	25
"N"	20,000	0.125p	25
"O"	20,000	0.125p	25
"P"	20,000	0.125p	25
"Q"	20,000	0.125p	25
"R"	20,000	0.125p	25
"S"	20,000	0.125p	25
"T"	20,000	0.125p	25
"U"	20,000	0.125p	25
"V"	20,000	0.125p	25
"W"	20,000	0.125p	25
"X"	20,000	0.125p	25
"Y"	20,000	0.125p	25
"Z"	120,000	0.125p	150
TOTAL	400,000 Shares		500

APPENDIX 2

(SUBDIVISION AND RE-DESIGNATION OF EACH L SHARE OF 5P EACH INTO 40 SHARES OF 0.125p EACH)

Class of Share	Number of Shares	Nominal value per Share	Total Nominal Value
"L"	2	0.125p	0.25
"M"	2	0.125p	0.25
"N"	2	0.125p	0.25
"O"	2	0.125p	0.25
"P"	2	0.125p	0.25
"Q"	2	0.125p	0.25
"R"	2	0.125p	0.25
"S"	2	0.125p	0.25
"T"	2	0.125p	0.25
"U"	2	0.125p	0.25
"V"	2	0.125p	0.25
"W"	2	0.125p	0.25
"X"	2	0.125p	0.25
"Y"	2	0.125p	0.25
"Z"	12	0.125p	1.5
TOTAL	40		5p