

Delaware

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The First State

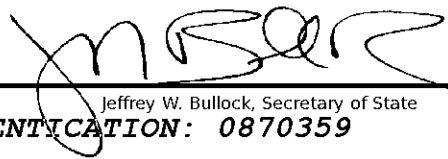
I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "NEWS AMERICA INCORPORATED", CHANGING ITS NAME FROM "NEWS AMERICA INCORPORATED" TO "21ST CENTURY FOX AMERICA, INC.", FILED IN THIS OFFICE ON THE FIFTH DAY OF NOVEMBER, A.D. 2013, AT 4:33 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

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Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 0870359

DATE: 11-05-13

CERTIFICATE OF AMENDMENT
OF THE
RESTATED CERTIFICATE OF INCORPORATION
OF
NEWS AMERICA INCORPORATED

News America Incorporated (the "Corporation"), a corporation organized and existing under the General Corporation Law of the State of Delaware (the "DGCL"), does hereby certify as follows:

Article First of the Corporation's Restated Certificate of Incorporation (the "Certificate of Incorporation") is hereby amended in its entirety to read as follows:

"The name of this Corporation is 21st Century Fox America, Inc."

Article Fifth of the Certificate of Incorporation is hereby amended in its entirety to read as follows:

"A director of the Corporation shall not be liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except to the extent such exemption from liability or limitation thereof is not permitted under the General Corporation Law of the State of Delaware as the same exists or may hereafter be amended. Any amendment, modification or repeal of the foregoing sentence shall not adversely affect any right or protection of a director of the corporation hereunder in respect of any act or omission occurring prior to the time of such amendment, modification or repeal."

Article Seventh of the Certificate of Incorporation is hereby added as a new article to read as follows:

"In furtherance and not in limitation of the powers conferred by the laws of the State of Delaware, the Board of Directors of the Corporation is expressly authorized to make, alter and repeal the By-laws of the Corporation."

The foregoing amendments of the Certificate of Incorporation have been duly adopted by the Corporation's Board of Directors and sole stockholder in accordance with

the provisions of Sections 242 and 228 of the General Corporation Law of the State of Delaware.

These amendments to the Corporation's Certificate of Incorporation shall be effective on and as of the date and time of filing of this Certificate of Amendment with the Secretary of State of the State of Delaware.

[Signature appears on following page]

IN WITNESS WHEREOF, News America Incorporated has caused this Certificate of Amendment to be executed this 5th day of November, 2013.

NEWS AMERICA INCORPORATED

By: /s/ Janet Nova

Name: Janet Nova

Title: Executive Vice President and Deputy
General Counsel