

Company No: 445137

THE COMPANIES ACT 1985

Company Limited by Shares

SPECIAL RESOLUTION

OF

AQUARIUM ENTERTAINMENTS LIMITED

passed on 16th March 1990

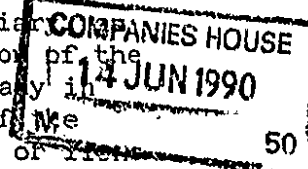
At an Extraordinary General Meeting of the Members of the above-named Company duly convened and held at Mountcliff House, 154 Brent Street, London NW4 on the 16th day of March 1990, the following Special Resolution was duly passed:-

SPECIAL RESOLUTION

That the Memorandum of Association of the Company be amended as follows:-

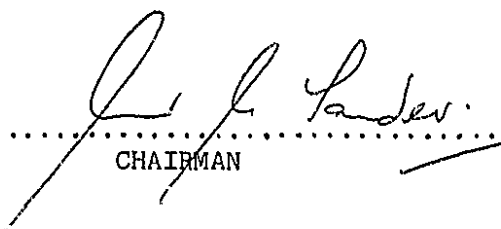
1. Following Clause 3(o) the following clause is to be inserted and identified as Clause 3(o)(i)

"Either with or without the Company receiving any consideration or advantage, direct or indirect, from giving any such guarantee or indemnity so as to be an independent object of the Company to give indemnities of all kinds and to guarantee the performance of the obligations of others including the payment of capital or principal together with any premium of and any dividends or interest on or other payment in respect of loans, credits, stocks, shares, or securities or other obligations of any nature whatsoever and without limiting the generality of the foregoing obligations for the repayment of money and/or discharge of liabilities both present and future, actual or contingent and insofar as the same is not prohibited by law, obligations and liabilities incurred in connection with or for the purpose of the acquisition of shares in the Company or in any Company which is for the time being the Company's Holding Company as defined by Section 736 of the Companies Act 1985 due, owing or incurred to bankers or any other person of any Company, firm or person, and in particular, (but not by way of limitation) of the Company's Holding Company or any Company which is contemplated to become the Company's Holding Company or a subsidiary defined by Section 736 of the Companies Act 1985 of the Company or of the Company's Holding Company, or otherwise associated with the Company in its business or of any Company, firm or person which the Directors of the Company shall think appropriate and to create mortgages, charges or liens upon all or any of the property or assets of the Company (both present and future) including its uncalled capital in support of such guarantees or otherwise as security for any such obligations and liabilities of others".



2. The ultimate paragraph of the objects clause commencing with the words "And of the foregoing" and ending with "any other object of the Company" should be deleted and the following paragraph should be inserted in its place.

"Each of the objects set out in this clause shall be treated as separate and independent objects of the Company and the widest interpretation shall be given to them. None of them (save where expressly stated) shall be in any way limited or restricted by reference to, or inference from, or treated as subsidiary or ancilliary to, any other object (whether contained in the same sub-clause or any other sub-clause hereof) or the name of the Company so that the Company shall have as full power to exercise each of such objects as if it were the object of a separate Company".


.....
CHAIRMAN