

No: 0871107

Certified to be a true and complete copy of the original.

CHARLES RUSSELL LLP
8-10 NEW FETTER LANE
LONDON EC4A 1RS

THE COMPANIES ACT 1985

Signed.....

Dated the

11

day of

April

2006

COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

-of-

GREENSLEEVES RECORDS LIMITED



A33
COMPANIES HOUSE

376
13/04/2006

MADE ON 30th March 2006

The following written resolution of the members of the Company was made on March 2006 in accordance with Section 381(A) of the Companies Act 1985:

RESOLUTIONS

We the undersigned, being all the members of the Company HEREBY RESOLVE to pass the following resolution as a written resolution:

- 1 THAT the Company's Memorandum of Association be and hereby is amended to delete clauses 3(i) and 3(j) in their entirety and be replaced with new clauses 3(i) and 3(j) below and also to insert new clauses 3(z) and 3(aa) as set out below:

""3(i) To borrow and raise money in any manner with or without security and, for the purposes of or in connection with the borrowing or raising of money by the Company, to become a member of any building society and to accept money on deposit and to secure or discharge any debt or obligation of or binding on the Company in such manner as may be thought fit by the Company or its Directors and, in particular, by the granting or creating or the permitting to subsist of any mortgages, charges (whether fixed or floating), security rights, liens or encumbrances upon the undertaking of the Company and all or any of its real and personal, moveable and immovable property, (present and future) or by granting or creating or the permitting to subsist of any mortgage, pledge or charge over all or any of the uncalled capital for the time being of the Company or by the creation and issue, at par or at a premium or discount and for such consideration and with and subject to such rights, powers, privileges and conditions as may be thought fit, of bonds, debentures, debenture stock, perpetual, redeemable or repayable or otherwise or of other obligations or securities of the Company of any description."

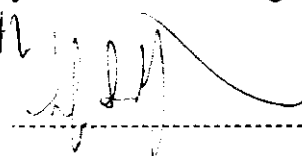
"3(j) To lend and advance money, to place money on current account or on deposit and to grant or provide credit and financial accommodation to any person, firm or company including, without limitation, any holding company, subsidiary or fellow subsidiary of, or any other company associated in any way with the Company, or any clients of or other persons having dealings with the Company, or to agents acting for or representing the Company) on such terms as may be thought fit and with or without security and to buy and sell foreign currency and to carry on the business of a banking, finance or insurance company."

- "3(z) To enter into any guarantees, contracts of indemnity or suretyships of all kinds and in particular, (without prejudice to the generality of the foregoing) whether with or without the Company receiving any consideration, to guarantee or to grant any indemnity in respect of or to secure (with or without a personal covenant and with or without a mortgage, charge (whether fixed or floating), security right, lien or encumbrance upon all or any part of the undertaking and assets, present and future, and the uncalled capital of the Company), the performance of any obligation, contract or liability or loss or costs or expense or the payment of any debt or sum including the principal amount thereof or any dividend, debenture stock, bond, share or other security of any person, firm or company including (without prejudice to the generality of the foregoing) any company which is for the time being a subsidiary or a holding company of the Company or otherwise associated with the Company in business."
- "3(aa) To the extent that the same is permitted by law, to give, whether directly or indirectly, any kind of financial assistance (as defined in Section 152(1)(a) of the Companies Act 1985) for the purpose of or in connection with the purchase or subscription of or for shares in the Company or the Company's holding company for the time being (as defined by Sections 736 and 736A of the Companies Act 1985) and to give such assistance by any means howsoever permitted by law."

2 THAT the Company's Articles of Association be and hereby are amended by:

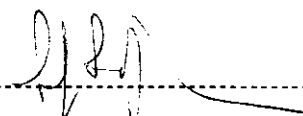
- 2.1 The deletion of the number "24" after the word "Regulation" in Article 2(B).
- 2.2 The insertion of the following wording as a new clause 9:
- "9(A) Subject to sub-clause 9(B) below, the directors may, in their absolute discretion and without assigning any reason therefor, decline to register any transfer of any share, whether or not it is a fully paid share.
- 9(B) Notwithstanding anything contained in these Articles, the Company and the directors shall not decline to register any transfer of shares (nor delay in doing so) where the relevant transfer is executed by or on behalf of a person (natural or legal) to whom such shares have been charged by way of security or by that person's nominee (in either case whether as transferor or transferee) and a certificate of that person that the shares were so charged shall be sufficient evidence of the facts. Clauses 24-28 inclusive of Part I of Table A are hereby excluded."

Signed by John Herbert Sedgwick

for and behalf of


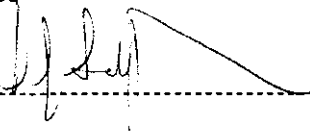
Date 30-3-06

for and behalf of
Signed by Brigit Mary Sedgwick
as a trustee of the C.J. Sedgwick Family
Trust



Date 30-3-06

Signed by Christopher John Sedgwick
as a trustee of the C.J. Sedgwick
Family Trust



Date

30-7-06
