

No. 911474

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES



SPECIAL RESOLUTION

of

CASTLE COMMUNICATIONS PLC

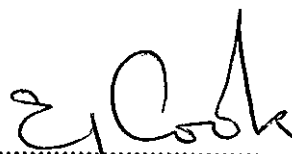
Passed 19 November 1998

AT an Extraordinary General Meeting of the above-named Company, duly convened, and held on 19 November 1998, the following Resolution was duly passed as a Special Resolution:

SPECIAL RESOLUTION

THAT the Company make an application to the Registrar of Companies pursuant to the provisions of Section 53 of the Companies Act 1985, to be re-registered as a private company and the name of the Company be changed and that the Memorandum of Association be thereupon altered as follows :

- (a) by deleting the existing clauses 1 and 2 and substituting therefore the following clause to be numbered 1 :
 - 1. The name of the company is CASTLE MUSIC LIMITED
- (b) by re-numbering the existing clauses 3, 4, 5 and 6 as clauses 2, 3, 4 and 5 respectively.


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Company Secretary



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