THE COMPANIES ACT 1985 COMPANY LIMITED BY SHARES SPECIAL RESOLUTION

- of -

WARLOCK MUSIC LIMITED

Passed the 24th day of February 1992

At an extraordinary general meeting of the above-named company duly convened and held on the above date the following resolution was duly passed as a special resolution of the company as specified:-

SPECIAL RESOLUTION

1. That the directors be and are hereby empowered pursuant to Sections 80 and 95 Companies Act 1985 to allot up to 98 ordinary shares of £1 each in the capital of the company pursuant to the authority contained in the articles of association of the company as if Section 89(1) Companies Act 1985 did not apply to such allotment.

Chairman

15 Al