

Company Number: 1306335

THE COMPANIES ACT 1985
PRIVATE COMPANY LIMITED BY SHARES
SPECIAL RESOLUTION

-of-

VIDEOLOGIC LIMITED

Passed the 5TH day of JUNE, 1994

AT an EXTRAORDINARY GENERAL MEETING of the Company duly convened and held on the above date the following resolution was duly passed as a SPECIAL RESOLUTION of the Company:-

RESOLUTION

THAT subject to the written consent of all the holders of the four million cumulative redeemable preference shares of £1 each in the Company ("Preference Shares"), each Preference Share be converted and redesignated forthwith into one ordinary share of £1 in the Company ranking pari passu in all respects with the existing ordinary shares of £1 each of the Company and that, accordingly, the Articles of Association of the Company be amended by the deletion of Article 3.

W E McLaren
.....

Chairman

prob/a520/13/j1



K1B5M2CU

KLO RECEIPT DATE: 23/06/94

Company No. 1306335

THE COMPANIES ACTS 1948-1976
COMPANY LIMITED BY SHARES
ARTICLES OF ASSOCIATION
OF
VIDEOLOGIC LIMITED

(Amended by Special Resolution passed on 6th June, 1994)

1. The Regulations contained or incorporated in Part II of Table A in the First Schedule to The Companies Act, 1948, shall apply to the Company save that the proviso to Clause 79 in Part I of the said Table A shall not apply to the Company.
2. The First Secretary of the Company shall be Patricia Parry.

C1:7653.1



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KLO RECEIPT DATE: 23/06/94