

Company Number : 1574907

**WRITTEN RESOLUTIONS
OF
RCA AUDIO-VISUALS LIMITED**

("the Company")

We, the undersigned Members of the Company being the Members who at the date thereof would be entitled to attend and vote at a general meeting of the Company, hereby resolve as follows, such resolutions to take effect as elective resolutions pursuant to Section 379A of the Companies Act 1985 ("the Act") and one resolution to take effect as an ordinary resolution;

1.

ELECTIVE RESOLUTIONS

- (i) **THAT** the provisions of Section 80A of the Act shall apply, instead of Section 80(4) and (5) of the Act, in relation to the giving or renewal, after the passing of this resolution, of an authority under the said Section 80;
- (ii) **THAT** in accordance with Section 252 of the Companies Act 1985, the Company shall dispense with the laying of accounts and reports before the Company in general meeting;
- (iii) **THAT** in accordance with Section 366A of the Companies Act 1985, the Company shall dispense with the holding of Annual General Meetings; and
- (iv) **THAT** in accordance with Section 386 of the Companies Act 1985, the Company shall dispense with the obligation to appoint Auditors annually.

2.

ORDINARY RESOLUTION

THAT from the date of this resolution and until revoked by

the Members of the Company the Directors of the Company be and are authorised to determine the remuneration of the Auditors.

3.

SPECIAL RESOLUTION

THAT the Articles of Association of the Company be amended by inserting a new clause to be designated 26A after clause 26 namely:

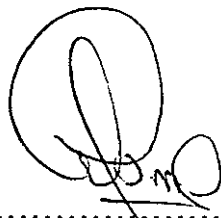
TELEPHONE BOARD MEETINGS

26A. All or any of the Directors may participate in a meeting of the Board of Directors, or any committee of the Directors, by means of a conference telephone or any communications equipment which allows all persons participating in the meeting to hear each other.

A person so participating and who would be entitled to attend a meeting of the board, or any committee of the Directors, and to vote and count in the quorum thereat shall be deemed to be present in person at the meeting and shall be entitled to vote and to be counted in a quorum accordingly.

Such a meeting shall be deemed to take place where the largest group of those so participating is assembled or, if there is no such group, where the person or persons participating in the meeting and carrying the largest number of voting rights exercisable at that meeting is or are present, or if no such person is, or persons are, present, where the Chairman of the meeting is present and the word "meeting" shall be construed accordingly.

Dated: 11th July 1996



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Director