

10-03-89

COMPANY NO: 1924963

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

of

THE JON BLAIR FILM COMPANY LIMITED

Passed: The Twenty Third day of January, 1989

At an EXTRAORDINARY GENERAL MEETING of the Company duly convened and held at 9, Highbury Crescent, London N5 1RN on the 23rd day of January 1989 the following Resolution was duly passed as a Special Resolution:

"That the Company's Memorandum of Association be amended as set out in the document marked "Y" attached to the Notice of Meeting which was produced to the meeting by the Chair."

Signed:

JON BLAIR, Chair of the Meeting

Forwarded to the Registrar this

1989



10-003-89

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An additional Clause 3(A) (iii) be added to the main objects clause with the following wording:

"To promote, produce, direct, make, acquire, exploit and dispose of cinematograph and television films and programmes, records, tapes, videograms and other devices from which visual images or sounds may be reproduced; to acquire, register, exploit and dispose of copyrights, licences and any other rights or interests in any literary, dramatic, musical, artistic or other work and any trademarks or tradenames; to acquire, hire, exploit and dispose of any studios, material, apparatus, machinery, plant and any other equipment for the making of or use in connection with cinematograph and television films and programmes, records, tapes, videograms, and other devices from which visual images or sounds may be reproduced; to engage, provide and employ, to act as agents in the engaging, providing and employing of, and to enter into contracts with any persons or companies for the making of or in connection with cinematograph and television films and programmes, records, tapes, videograms, and other devices from which visual images or sounds may be reproduced; to provide on such terms as the Company may deem expedient all and any of the management, secretarial, publicity, accountancy, personal and social facilities and services required or used in connection with their professional engagements by artists and others engaged in film, television, theatrical, radio or entertainment activities; to carry on the business or businesses of film, television, theatrical, literary, advertising, publicity, press and employment agents and to acquire, exploit and dispose of promotional materials of any kind and advertising time, space and opportunities in any media and to undertake advertising, merchandising and promotional campaigns of any nature."