

The Companies Act 1985 – 1989
Company Limited by Shares

WRITTEN RESOLUTION
OF
CITY SCREEN LIMITED
("the Company")

Passed the 15th day of March 2002

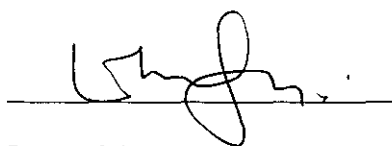
We, the undersigned, being all the members of the Company having the right to vote at general meetings of the Company HEREBY RESOLVE in accordance with the provisions of section 381 A of the Companies Act 1985 to pass the resolution set out below by way of written resolution which resolution shall be deemed to be effective as a Special Resolution as if it had been passed at a general meeting of the Company duly convened and held:-

SPECIAL RESOLUTION

THAT:-

- FOR INFORMATION ONLY
THIS RESOLUTION PROCESSED SEPARATELY**
- (i) each of the issued and unissued ordinary shares of £1 each in the capital of the Company (comprising 40 "A" Shares, 30 "B" Shares, 30 "C" Shares and 30 "D" Shares) be subdivided into, and redesignated as, 50,000 ordinary shares of £0.00002 each having the rights and being subject to the restrictions set out in the new articles of association to be adopted pursuant to this resolution;
 - (ii) the 200,000 9% cumulative redeemable preference shares of £1 each in the capital of the Company, being shares that have not been taken or agreed to be taken by any person, be and are hereby cancelled and that the amount of the Company's share capital be reduced to £150 accordingly and that immediately thereupon the capital of the Company be increased from £150 to £182.72 by the creation of 1,636,000 convertible redeemable preference shares of £0.00002 each in the capital of the Company having the rights and being subject to the restrictions set out in the new articles of association to be adopted pursuant to this resolution;
 - (iii) the regulations in the form attached to this written resolution for the purposes of identification, be adopted with immediate effect as the articles of association of the Company in substitution for and to the exclusion of the existing articles of association of the Company; and
 - (iv) the Directors are hereby authorised to exercise all powers of the Company to allot relevant securities (within the meaning of Section 80 of the Companies Act 1985) up to the aggregate amount of £82.72. Such authority shall be unconditional and unless renewed shall expire on the day prior to the fifth anniversary of the date of the passing of this resolution save that the Company may before such expiry make an offer or agreement which would or might require relevant securities to be allotted after such expiry and the Directors may allot relevant securities in pursuance of such offer or agreement accordingly. The amount of a relevant security shall in the case of a share in the Company mean its nominal amount, and in the case of a right to subscribe for or to convert any security into shares in the Company mean the nominal amount of shares in the Company which would be required to satisfy such right (assuming full exercise thereof).
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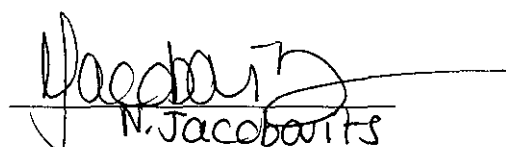




Lyn Goleby



Anthony Jones



N. Jacobowitz
Arts Alliance Media Limited