

THE COMPANIES ACT 1985

COMPANY NUMBER 2441300

SPECIAL RESOLUTION OF

GAINKEEN LIMITED

We, the undersigned, INSTANT COMPANIES LIMITED and SWIFT INCORPORATIONS LIMITED, being all the Members for the time being of the above-named Company entitled to receive notice of and to attend and vote at General Meetings HEREBY PASS the following resolution as a Special Resolution and agree that the said resolution shall, pursuant to Clause 53 in Table A (which Clause is embodied in the Articles of Association of the Company), for all purposes be as valid and effective as if the same had been passed at a General Meeting of the Company duly convened and held.

It is resolved:

That the Memorandum of Association of the Company be altered by deleting sub-clause (a) of Clause 3 and by substituting therefor the following new sub-clause:

(a) To carry on all or any of the businesses of theatrical agents and to exploit and employ the services of and to act as managers and agents for musical groups, singers, actors, dancers and other artistes and entertainers, script writers, critics, lecturers, playwrights, musicians, composers, radio and television broadcasters and professional persons of all kinds; to act as theatrical employers and to establish, maintain and carry on an agency for and in respect of all or any of the aforesaid persons, and to negotiate, purchase, sell, let on hire and sub-let their services, instruments, acts, works and productions; and to carry on all or any of the businesses of promoters, managers, producers, organisers and conductors of theatrical, sporting, educational and cultural productions, events, entertainments and enterprises, amusements, recreations and pastimes of all kinds; proprietors and managers of theatres, cinemas, halls, night clubs, dance halls, sports stadiums and grounds and places of entertainment and amusement; to provide for the production, representation and performance of plays, moving pictures, cabarets, pantomimes, concerts, sports meetings and other performances, events and entertainments and to allow the Company's theatres, halls, buildings and grounds to be used for theatrical entertainments, meetings and gatherings, balls, concerts or any other purpose which the Company may deem desirable; to carry on the businesses of hoteliers, restaurant and cafe keepers, refreshment caterers and contractors, licensed victuallers, wine and spirit merchants, mineral and aerated water merchants, tobacconists and confectioners and retailers of ice cream, sweetmeats and any other articles likely to be required by persons frequenting the Company's premises, box office keepers, advertising agents and contractors, publishers and printers, taxi-cab and car park and garage proprietors, private and public car hirers and motor and electrical engineers, builders and contractors, architects, surveyors and house, land and estate agents; and to manufacture, import, buy, sell, exchange and deal in any plant, machinery, commodities, materials, articles or things capable of being conveniently used, or sold in connection with the foregoing businesses or any of them, or likely to be required by persons having dealings with the Company or frequenting the premises of the Company.

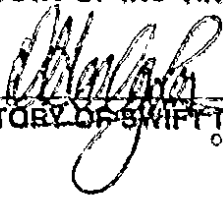
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Dated this 23rd day of November 1989

Signed 

(AUTHORISED SIGNATORY OF INSTANT COMPANIES LIMITED)


(AUTHORISED SIGNATORY OF SWIFT INCORPORATIONS LIMITED)

JORDAN & SONS LTD
21 ST. THOMAS ST.
BRISTOL, BS1 6JS

349428 (2441300)