

COMPANY NO 2487446

THE COMPANIES ACTS 1985 TO 1989

Company Limited by Shares

SPECIAL RESOLUTION

of

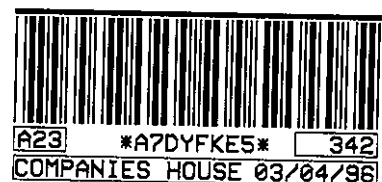
TRANSYLVANIA PETS LIMITED

passed the 13th day of December 1995

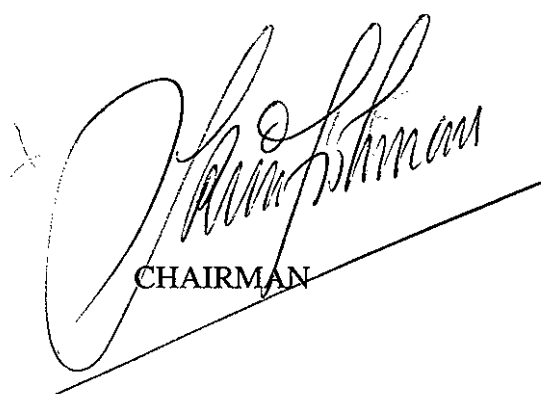
At an Extraordinary General Meeting of the above-named Company duly convened and held at 1 Burton House, Repton Place, White Lion Road, Amersham, Bucks HP7 9LP on 13 December 1995 the following resolution was passed as a Special Resolution, namely:-

"That the Memorandum of Association of the Company be amended by inserting the following Clauses 3(A)(i) and by re-numbering the existing Clauses 3(A)(i) - 3(A)(iii) as 3(A)(ii) - 3(A)(iv):

..../Cont.



- 3(A)(i) To carry on business as film makers, film producers, film directors and technicians of every description; to carry on the business of motion picture producers, and for these purposes to construct or acquire studios, offices, locations, properties, apparatus, scenery, sound recording apparatus, lighting apparatus and all other apparatus and machinery for the production of motion pictures; to produce, arrange, direct and otherwise deal in and with television films, video films, cine films, cartoons, documentaries and films of every description; to act as agents and managers of film actors and actresses, and to enter into contracts and other arrangements with persons having dealings with the Company on such terms and for such lengths of time as the Company may deem fit; to develop, experiment and carry on any research for the improvement of motion pictures, colour photography, sound reproduction, television and any other process tending to improve motion pictures or any other entertainment given in places where motion pictures are shown; to carry on the business of motion picture renters and exhibitors, and for that purpose to construct, build, acquire or adapt cinemas or other buildings suited to such exhibition; to obtain all necessary powers and licences for the exhibition of such exhibitions and such other meetings and amusements as can conveniently be had or provided in the premises of the Company; to hire out equipment, personnel, apparatus and machinery in connection with the production of motion pictures; to provide technical services of every description; and to carry on any other trade or business of a like nature."

  
CHAIRMAN