

32

Company No: 2504301

WRITTEN RESOLUTION

- OF -

SOUTHBROOK STUDIOS LIMITED

(the "Company")

Dated the 1st day of May 2001

We, the undersigned, being the only member of the Company entitled to attend and vote at an Extraordinary General Meeting of the Company hereby pass the following resolutions as an ordinary resolution in the case of resolution (1) and a special resolution in the case of resolution (2) of the Company pursuant to section 381A of the Companies Act 1985 and confirm that such resolutions shall be as valid and effective as if they had been passed at an Extraordinary General Meeting of the Company duly convened and held:-

ORDINARY RESOLUTION

THAT:-

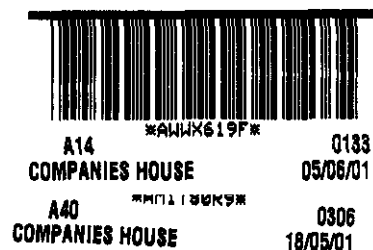
1. each of the existing issued 10% Cumulative Convertible Redeemable Preference Shares of £1 each in the capital of the Company be and are hereby reclassified as Ordinary Shares of £1 each in the capital of the Company having the rights set out in the articles to be adopted pursuant to resolution number 2 below;

SPECIAL RESOLUTION

THAT:-

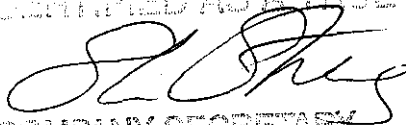
2. the new articles of association of the Company, a print of which has been initialled for the purposes of identification, be and are hereby adopted as the new articles of association of the Company in substitution for and to the exclusion of the existing articles of association.

.....
Sanctuary Studios Limited



THE COMPANIES ACT 1985 AND 1989

CERTIFIED AS A TRUE COPY


COMPANY SECRETARY

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

-of-

SOUTHBROOK STUDIOS LIMITED
(adopted on 2001)

ROSENBLATT
9-13 St Andrew Street
London EC4A 3AF
Tel: (020) 7955 0880
Fax: (020) 7955 0888

13.

NEW ARTICLES OF ASSOCIATION
of
SOUTHBROOK STUDIOS LIMITED
(the "Company")

(Adopted on 2001)

1. INTERPRETATION

1.1 The Articles of the Company shall consist of:-

1.1.1 the provisions set out in this document; and

1.1.2 the regulations set out in Table A, amended as set out in this document.

The provisions set out in this document shall prevail in the event of any inconsistency with the regulations set out in Table A, subject to which both sets of provisions and regulations shall be construed as if they formed a single document.

1.2 In these Articles, unless the contrary intention appears, the following words and phrases shall bear the following meanings:-

"the Act"	the Companies Act 1985 including modification or re-enactment of it for the time being in force;
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"Board"/ "Directors"	the directors from time to time of the Company as constituted from time to time or the Directors present at a meeting
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of Directors at which a quorum is present;

“Regulation”

a regulation set out in Table A;

“Share”

an ordinary share of £1 in the capital of the Company;

“Shareholder”

a holder of Shares;

“Table A”

Table A as referred to in section 8 of the Act and as varied by any amendments taking effect before the date of adoption of these Articles.

1.2 Headings are used in these Articles for convenience only and shall not affect their construction or interpretation.

1.3 In these Articles, unless the context does not so admit:

1.3.1 reference to an individual or individuals shall include his or their personal representative(s);

1.3.2 reference to the singular includes a reference to the plural and vice versa and reference to the masculine includes a reference to the feminine and neuter and vice versa;

1.3.3 words and expressions defined in the Act shall have the same meanings herein;

1.3.4 reference to shares being held by a Shareholder or a member of its Group shall be deemed to include a reference to any shares being held by a nominee or trustee of that Shareholder or any member of its Group;

1.3.5 the expressions "paid-up" or "paid up value" as used in relation to any part of the share capital of the Company shall mean the total amount paid up, or credited as paid up, on the relevant shares including any premium paid up thereon.

2. PRIVATE COMPANY

The Company is a private limited company.

3. SHARE CAPITAL

3.1 The authorised share capital of the Company at the date of adoption of these Articles is £1,950,000 divided into 1,950,000 Ordinary Shares of £1 each.

4. ISSUES OF SHARES

4.1 Shares which are comprised in the authorised share capital of the Company shall be under the control of the Directors who may (subject to Section 80 of the Act) allot, grant options over or otherwise dispose of the same, to such persons, on such terms and in such manner as they think fit.

5. DIRECTOR'S BORROWING POWERS

The Directors may exercise all the powers of the Company to borrow or raise money and to mortgage or charge its undertaking, property and uncalled capital and to issue debentures, debenture stock and other securities as security for any debt, liability or obligation of the Company or of any third party.

6. DIRECTORS

6.1 Unless otherwise determined by ordinary resolution the number of Directors (other than alternate directors) shall be not less than one. There shall be no maximum number of Directors holding office at any one time.

6.2 A Director shall not retire by rotation and a Director appointed to fill a casual vacancy or as an addition to the Board shall not retire from office at the Annual General Meeting next following his appointment. Regulation 78 and 79 of Table A shall be modified accordingly.

6.3 The office of Director shall be vacated if the Director in the reasonable opinion of all his co-Directors becomes incapable by reason of mental disorder of discharging his duties as Director, and regulation 81 of Table A shall be modified accordingly. In addition, the office of Director shall be vacated if he is removed from office by notice signed by all his co-directors and addressed to him at his last known address.

7. BOARD MEETINGS

7.1 The quorum necessary for the transaction of the business of the Directors may be fixed by the Directors and unless so fixed shall, when one Director only is in office, be one, and shall, when more than one Director is in office, be two.

7.2 Any Director or his alternate may participate in a meeting of the Directors or a committee of the Directors by means of a conference telephone or similar communications equipment whereby all persons participating in the meeting can hear each other. Participating in any such meeting in this manner shall be deemed to constitute presence at the meeting.

7.3 Without prejudice to the obligation of any Director to disclose his interest in accordance with section 317 of the Act, a Director may vote at a meeting of Directors or of a committee of Directors on any resolution concerning a matter in which he has, directly or indirectly, an interest or duty and if he does so vote his vote shall be counted and he shall be counted in the quorum present at a meeting in relation to any such resolution.

8. INDEMNITY

8.1 Subject to the provisions of the Act, but without prejudice to any indemnity to

which he may otherwise be entitled, every director, alternate director, secretary, auditor or other officer of the Company shall be indemnified out of the assets of the Company against all losses, liabilities and costs which he may incur in the execution of his duties or the exercise of his powers, authorities and discretions including a liability incurred in defending any proceedings (whether civil or criminal) which relate to anything done or omitted or alleged to have been done or omitted by him as an officer of the Company in which judgment is given in his favour or in which he is acquitted or which otherwise end without a finding or admission of material breach of duty on his part or in connection with any application in which relief is granted to him by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Company.

- 8.2 The Directors may exercise all the powers of the Company to purchase and maintain insurance for the benefit of a person who is an officer or employee, or former officer or employee, of the Company or of a company which is a subsidiary of the Company or in which the Company has an interest (whether direct or indirect), or who is or was trustee of a retirements benefits scheme or another trust in which an officer or employee or former officer or employee is or has been interested, indemnifying him against liability for negligence, default, breach of duty or breach of trust or any liability which may lawfully be insured against by the Company.