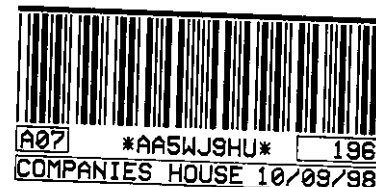


No. 2571806

THE COMPANIES ACT 1985  
as amended

COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION  
OF  
MAGIC EFFECTS LIMITED



Passed on 2<sup>nd</sup> SEPTEMBER 1998

We, the undersigned, being all the members of the Company for the time being entitled to receive notice of and to attend and vote at a general meeting on the Resolutions set out below and pursuant to the Articles of Association hereby resolve that the following Resolutions will be passed and agree that the same shall have the same effect as if passed as Special Resolutions at a general meeting duly convened and held:

SPECIAL RESOLUTIONS

1. That the financial assistance (under Section 151 of the Companies Act 1985) given by the Company by entering into a Guarantee and Debenture with The Governor and the Company of the Bank of Scotland, The Mill (Facility) Limited, MDM Group Limited and others dated \_\_\_\_\_ be and is hereby approved.
2. That the Articles of Association of the Company be amended to include the following provision:-

"Notwithstanding any other provision of these Articles the directors shall register a transfer of any shares in the Company made pursuant to a valid enforcement by The Governor and Company of the Bank of Scotland or its successors and assigns of charges granted in its favour and the Company's lien shall not apply in respect of any such shares."

SIGNED BY ROGER LOFTING  
AS ATTORNEY FOR

Jose Grannell

SIGNED BY ROGER LOFTING  
AS ATTORNEY FOR

Joanne Hunt

SIGNED BY ROGER LOFTING  
AS ATTORNEY FOR

Pauline Lofting