

21.11.1992
Company No. 2643552

VIDEO JUKEBOX NETWORK INTERNATIONAL LIMITED

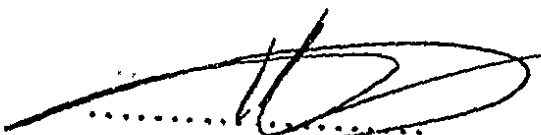
WRITTEN MEMBERS' RESOLUTION

PURSUANT TO the Articles of Association of the Company and Regulation 53 of Table A (as defined therein), we, the undersigned, being all the members of the Company entitled to attend and vote at general meetings of the Company HEREBY AGREE AND CONFIRM that the following resolution shall for all purposes be as valid and effectual as if it had been passed as an Ordinary Resolution at a general meeting of the Company duly convened and held and accordingly we HEREBY RESOLVE:-

THAT:

the 99,000 authorised but unissued ordinary shares of £1 each in the capital of the Company be and are hereby cancelled AND that the authorised share capital of the Company be and is hereby diminished to £1,000

.....
VIDEO JUKEBOX NETWORK, INC


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V.P. MONSEY

SIGNED THIS 18th DAY OF SEPTEMBER 1992