

NICKELODEON UK

Company Number: 2797365

THE COMPANIES ACT 1995

31st August, 1995

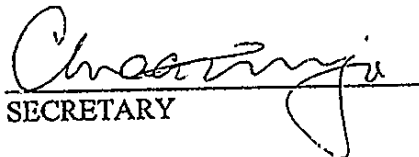
**At an Extraordinary General Meeting of the Company
held on Thursday, 31st August, 1995 the following resolutions were passed**

ELECTIVE RESOLUTIONS

IT WAS RESOLVED that in accordance with the provisions of Sections 252 of the Companies Act 1985 (as amended) the Company does hereby agree to the following :

- a) to dispense with the laying of accounts and reports before the Company and general meetings in respect of the period ended 30th June, 1995 and subsequent financial years;
- b) to dispense with the holding of the Annual General Meeting in 1995 and subsequent years;
- c) to dispense with the obligation to appoint auditors annually.

There being no further business, the meeting closed.


SECRETARY

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