

Company Number: 02803116

COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION OF WINCHESTER PICTURES LIMITED ("Company")

We, the undersigned, being the sole member of the Company entitled to receive notice of and to attend and vote at general meetings of the Company in accordance with section 381A of the Companies Act 1985 (as amended) and regulation 53 of Table A to the Companies Act 1985 (as amended) as adopted by the articles of association of the Company hereby approve and adopt the following resolutions as special resolutions as if passed at a general meeting of the Company duly convened and held.

SPECIAL RESOLUTIONS

1. **THAT** the objects of the Company as stated in the memorandum of association be altered by the substitution of the following in place of the existing clause 3(H):

"to lend and advance money or give credit on any terms with or without security to any company or firm or person (including without limitation any holding company or subsidiary or fellow subsidiary of or any other company associated in any way with the Company), to enter into guarantees and contracts of indemnity and suretyships of all kinds, to receive money on deposit or loan upon any terms, and to secure or guarantee in any manner and upon any terms the payment of any sum of money or the performance of any obligation by any company or firm or person (including without limitation any holding company or subsidiary or fellow subsidiary or associated company);"

2. **THAT** the articles of association of the Company be amended by the substitution of the following article in place of the current article 6:

"Regulations 24 to 26 inclusive of Table A to the Companies Act 1985 (as amended) shall not apply. The directors must register any transfer of any shares which is presented for registration duly stamped."

Signed

Dated

24/3/04

