

Company Number 2886697

THE COMPANIES ACTS 1985 - 1989
PRIVATE COMPANY LIMITED BY SHARES
ORDINARY AND SPECIAL RESOLUTIONS
OF
MEDIAVEST (MANCHESTER) LIMITED

Passed the 1st day of October 1998

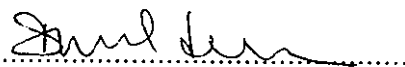
AT AN EXTRAORDINARY GENERAL MEETING of the Company duly convened and held on the above date the following resolutions were duly passed as ordinary and special resolutions of the company as specified:-

ORDINARY RESOLUTIONS

1. **THAT** the share capital of the Company be and is hereby increased from £93,632 to £100,000 by the creation of a further 5,100 new A shares of £1 each and 1,268 new B shares of £1 each.
2. **THAT** the directors be and are hereby authorised, pursuant to section 80 of the Companies Act 1985 (the "Act"), to allot the existing unissued shares of the Company and the new shares created by resolution 1 above to such persons and in such manner as the directors shall think fit notwithstanding anything to the contrary in the Company's Articles of Association from time to time and the authority hereby conferred shall expire five years from the date of this resolution

SPECIAL RESOLUTIONS

3. **THAT** the directors be and are hereby empowered pursuant to section 95(1) of the Act to allot equity securities (as defined in section 94(2) of the Act) pursuant to the authority conferred by resolution 2 above as if section 89(1) of the Act did not apply to such allotment.



Chairman

