

Company No. 2980523

THE COMPANIES ACT 1985

A COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

OF

BANDLER LIMITED



We, the undersigned, being the sole member of the above Company for the time being having a right to attend and vote at General Meetings hereby pass the following Ordinary Resolutions in accordance with Section 381A of the Companies Act 1985, as inserted by Section 13 of the Companies Act 1989

ORDINARY RESOLUTIONS

1. THAT with immediate effect the Company's Authorised Share Capital be and is hereby increased beyond the registered Capital of £500,000 to £1,000,000 by the creation of a further 500,000 Ordinary Shares of £1.00 each ranking pari passu in all respects with the Company's existing Ordinary Shares.
2. THAT the Directors for the time being be and are hereby unconditionally authorised, pursuant to Section 80 of the Companies Act 1985, to issue and allot Share Capital of the Company up to a maximum nominal amount of £820,000 for cash consideration or otherwise subject to the Company's Articles of Association during the period of five years from the date of the passing of this Resolution.

Date 27 February 1997

Signed
For and on behalf of Barnes Trust Media Limited

PRESENTED BY: DELOITTE & TOUCHE, Hill House, 1 Little New Street, London EC4A 3TR