

Company No. 3038061

THE COMPANIES ACT 1985

Company Limited by Shares

ELECTIVE RESOLUTION

OF

VIACOM NETWORKS EUROPE LIMITED

(Passed on 28th January 1997)

At the ANNUAL GENERAL MEETING of the above-named Company, duly convened and held at Postbus 9255, 1008 AG Amsterdam, The Netherlands on 28th January 1997, the following Resolution, inter alia, was duly passed as an Elective Resolution of the Company:-

ELECTIVE RESOLUTION

That the Company hereby elects to dispense with -

- (a) the laying of accounts and reports before the Company in general meeting;
- (b) the holding of Annual General Meetings; and
- (c) the obligation to appoint auditors annually.

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CHAIRMAN

Richards Butler  
Beaufort House  
15 St. Botolph Street  
London EC3A 7EE

Ref: /SMG/96-41215

