

Company No: 3038061

THE COMPANIES ACTS 1985 TO 1989

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

- of -

VIACOM NETWORKS EUROPE LIMITED

Dated 24 August 1995

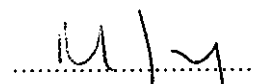
WE, the undermentioned, being all the members of the above Company for the time being entitled to attend and vote at general meetings of the Company HEREBY RESOLVE that the following resolution be adopted as a Special Resolution of the Company:

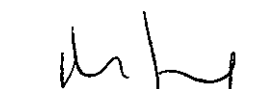
SPECIAL RESOLUTION

1. "That the provisions of the Articles of Association of the Company be altered by the insertion of the following articles:

21.2 (c) at the time of the meeting none of the directors are present in the United Kingdom.

21.3 No meeting of the directors shall be held in, and none of the functions of the directors pertaining to the management and control of the company shall be exercised or exercisable in, the United Kingdom and any decision reached or resolution passed by the directors at any meeting which is held in the United Kingdom shall be invalid and of no effect."


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For and on behalf of
DH&B Nominees Limited


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For and on behalf of
Gray's Inn Nominees Limited

