

Company No. 3038061

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

RESOLUTION

of

VIACOM NETWORKS EUROPE LIMITED

Passed on 31st October 1997

At an **extraordinary general meeting** of the above-named Company duly convened and held at *Rijswijkstraat 175, 1062 EV Amsterdam, The Netherlands* on 31st October 1997, the following resolution was duly passed as a Special Resolution of the Company:-

SPECIAL RESOLUTION

The accounts of the company for the financial year ended 31st December 1996 having been sent out in accordance with Section 238 of the Companies Act 1985, and the company having been dormant since the end of that year, **resolves** to make itself exempt from the provisions of Part VII of the Companies Act 1985 relating to the audit of accounts and from the obligation to appoint auditors.

Chairman

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

Ref: SMG/96-41215

