

THE COMPANIES ACTS 1985 - 1989

COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

OF

THE RICHARD DIGANCE CARD COMPANY LIMITED

("the Company")

We, the undersigned, being all the members of the Company entitled to receive notice of and to attend and vote at general meetings of the Company pursuant to Regulation 53 of Table A in the Schedule to the Companies' (Tables A to F) Regulations 1985 (as amended) which are incorporated into the Company's Articles of Association hereby resolve that the following resolutions be duly passed as one written special resolution and three written ordinary resolutions of the Company:-

SPECIAL RESOLUTION

1. THAT by virtue of Section 95 (2) of the Companies Act 1985, Section 89 (1) shall not apply to the allotment of 482 ordinary shares of £1 each in the capital of the Company to Alan Wightman.

ORDINARY RESOLUTIONS

2. THAT the purchase by the Company of the entire issued share capital of Clipper Films Limited from Roderick Bransgrove and Karl Jansen as Trustees of Roderick Bransgrove's Trust in consideration for the allotment to them of 5,780 £1 Ordinary Shares in the capital of the Company in accordance with the terms of a Share Sale Agreement (a copy of which was produced to the meeting) to be entered into between Roderick Bransgrove and Karl Jansen as Trustees of Roderick Bransgrove's Trust (1) and the Company (2) be and is hereby approved for the purposes of Section 320 Companies Act 1985.
3. THAT the purchase by the Company of the entire issued share capital of Ridgeway Films Limited from the persons named in the Schedule to the Share Sale Agreement (a copy of which was produced to the meeting) to be entered into between the persons named in the Schedule to the said Agreement (1) and the Company (2) in consideration for the allotment of 5,780 £1 Ordinary Shares in the capital of the Company to the persons named in the Schedule to the said Agreement in the proportions as therein set out be and is hereby approved for the purposes of Section 320 Companies Act 1985.
4. THAT the purchase by the Company of the rights of Roderick Bransgrove and Feroze Janmohamed in the character or characters known as "the Disguisables" in consideration for the allotment of 51 and 694 ordinary shares of £1 each respectively in the capital of the Company in accordance with the terms of a Deed of Assignment (a copy of which was produced to the meeting) to be entered into between (1) Roderick Bransgrove, Feroze



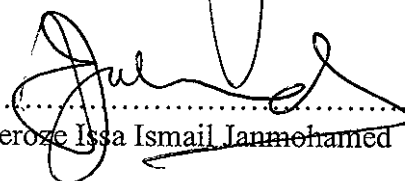
Janmohamed and Sleepy Kids plc and (2) the Company be and is hereby approved for the purposes of Section 320 Companies Act 1985.



Richard Digance



Roderick Granville Bransgrove



Feroze Issa Ismail Janmohamed

Dated 30 NOVEMBER 1998