

LIBERTY PUBLISHING & MEDIA LIMITED

(Company No: 3137730)

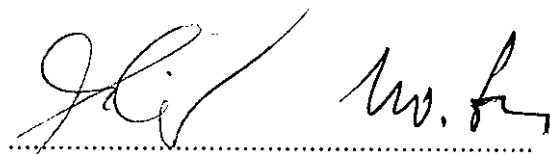
RESOLUTION IN WRITING of members as a substitute for a formal resolution in general meeting.

We, the undersigned, being the only member of the Company having the right to vote at general meetings signify our assent to the passing of the resolution set out below under the provisions of Article 53 of Table A of the Companies Act 1985 as incorporated by reference into the Company's Articles of Association to the effect that such resolution shall be deemed to be as effective as if it had been passed at a general meeting of the Company duly called and held.

SPECIAL RESOLUTION

THAT the Articles of Association of the Company be and are hereby amended by the addition of the following Article as new Article 15:

"A Member or Members holding a majority in nominal value of the issued shares in the Company may appoint any person who is willing to act to be a Director, either to fill a vacancy or as an additional Director, and may remove from office any Director however appointed. Any such appointment or removal shall be effected by an instrument in writing signed by the Member or Members concerned or, in the case of a Corporate Member, by its duly authorised representative, and delivered to the office of the Company and shall be effective forthwith upon receipt of such instrument at the registered office of the Company".



Signed by André Linder and Martin Müller, Directors
Authorised representative of Liberty Holdings Limited

Dated: 15th March 1999.

