

28-01-97

NO: 3156792

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

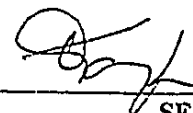
FLEXTech HOMESHOPPING LIMITED

(Passed 13 January 1997)

In accordance with Section 381A Companies Act 1985 the following resolution was agreed to and duly passed on 13 January 1997 as an Elective Resolution:

THAT the Company hereby elects:

- (a) pursuant to Section 252 of the Act, to dispense with the laying of accounts and reports before the Company in general meeting;
- (b) pursuant to Section 366A of the Act, to dispense with the holding of annual general meetings;
- (c) pursuant to Section 386 of the Act, to dispense with the obligation to appoint auditors annually and that during the term that such dispensation is in force the Directors be and they are hereby authorised to fix the auditor's remuneration; and
- (d) pursuant to Section 369(4) and 378(3) of the Companies Act 1985 that the said provisions shall have effect in relation to the Company as if for the references to 95 per cent therein were substituted references to 90 per cent.



SECRETARY

For and on behalf of
Flextech Homeshopping Limited

