Company No. 3184754

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

ELECTIVE RESOLUTION

pursuant to Section 379A Companies Act 1985

of Flextech New Media Limited

passed the 13th September 1996

By means of a written resolution dated the 13th September 1996, and signed by all the members of the above-named company entitled to attend and vote at general meetings the following ELECTIVE RESOLUTION was passed:

HOLDING OF ANNUAL GENERAL MEETINGS

THAT pursuant to Section 366A of the Companies Act 1985 the Company hereby elects to dispense with the holding of Annual General Meetings in 1996 and subsequent years until this election is revoked.

LAYING OF ACCOUNTS

THAT pursuant to Section 252 of the Companies Act 1985 the Company hereby elects to dispense with the laying of accounts and reports before the Company in General Meeting.

RE-ELECTION OF AUDITORS

THAT pursuant to Section 386 of the Companies Act 1985 the Company hereby elects to dispense with the obligation to appoint auditors annually.

For and on behalf of Quadrangle Secretaries Limited

Signed:

Director / Secretary

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COMPANIES HOUSE 18/08/96