

**Company No. 3250589**

**THE COMPANIES ACT 1985**

**COMPANY LIMITED BY SHARES**

**WRITTEN RESOLUTION OF THE MEMBERS OF  
FOX KIDS EUROPE**

passed the 14th day of July 1997

The undersigned, being all of the members of FOX KIDS EUROPE entitled to receive notice and to attend and vote at general meetings hereby pass the following resolution and agree that such resolution shall for all purposes be as valid and effective as if the same has been passed at a general meeting of the Company duly convened and held

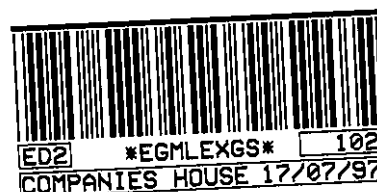
**SPECIAL RESOLUTION**

**THAT:**

1. The Company be re-registered as a company with liability limited by shares.
2. The Memorandum and Articles of Association be altered as necessary to give effect to limited liability and the documents produced to the meeting containing such amendments initialled by the directors for purpose of identification be adopted as the Memorandum and Articles of Association of the Company with effect from the date of re-registration of the Company with limited liability.

**Alterations to the Memorandum**


1. In Clause 1 the word "Limited" be added to the name of the Company.
2. Clause 4 the word "unlimited" be deleted and replaced with the word "limited".



## Alterations to the Articles of Association

Clause 1 (b) and (c) be deleted.

### Signed (Members):

.....

For and on behalf of Fox Kids Europe Holdings, Inc.  
(formerly known as Daytime Enterprises, Inc.).

.....

For and on behalf of Fox Kids Networks-Europe, Inc.  
(formerly known as Nightfall Industries).

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