

No. 3250589

THE COMPANIES ACT 1985

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COMPANY LIMITED BY SHARES

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WRITTEN RESOLUTION

of

FOX KIDS EUROPE LIMITED

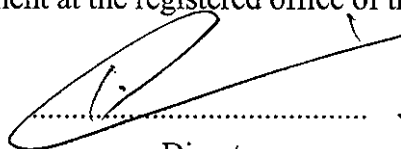
(Passed 28 October 1997)

In accordance with section 381A Companies Act 1985 the following Resolution was agreed to and was duly passed on 28 October 1997 as a Special Resolution:

**SPECIAL RESOLUTION**

THAT The Company's Articles of Association be and they hereby are amended by the insertion of the following as Article 9(h):

"Without prejudice to the powers of the Company under section 303 of the Act to remove a Director by Ordinary Resolution, the holder or holders for the time being of more than one half of the issued Ordinary Shares of the Company shall have the power from time to time and at any time to appoint any person or persons as a Director or Directors and to remove from office any Director howsoever appointed. Any such appointment or removal shall be effected by an instrument in writing signed by the member or members making the same or (in the case of a member being a corporation) signed on its behalf by one of its directors or duly authorised officers or its secretary and shall take effect upon lodgement at the registered office of the Company."



Director

