

Company No 03293818

THE COMPANIES ACTS 1985 AND 1989

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

Of

FILM RESOURCES LIMITED
(the "Company")

The following written resolution was passed of the Company pursuant to Regulation 53 of Table A 1985 which applies to the Company on 4 July 2007

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

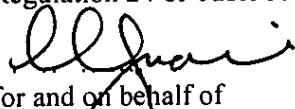
"Notwithstanding anything contained in these Articles, the Directors shall not decline to register any transfer of shares, whether or not fully paid, nor may they suspend registration thereof where such transfer

- (a) is to any bank or institution to which such shares have been charged by way of security or to any nominee of such a bank or institution (a "Secured Institution"), or
- (b) is delivered to the Company for registration by a Secured Institution or its nominee in order to perfect its security over the shares, or
- (c) is executed by a Secured Institution or its nominee pursuant to the power of sale or other power under such security

Furthermore, notwithstanding anything to the contrary contained in these Articles

- (a) no transferor or proposed transferor of any shares in the Company to a Secured Institution and no Secured Institution shall as transferor or proposed transferor be required to offer to the shareholders for the time being of the Company or any of them the shares which are or are to be transferred,
- (b) no shareholder for the time being of the Company shall have any right under the Articles or otherwise howsoever to require shares which are the subject of a transfer or proposed transfer referred to in (a) above to be transferred to them whether for consideration or not, and

Regulation 24 of Table A shall be modified accordingly "


for and on behalf of
Mawlaw Secretaries Limited
Secretary

