

No. 3353454



## THE COMPANIES ACT 1985

## COMPANY LIMITED BY SHARES

## SPECIAL RESOLUTION

- of -

## V2 MUSIC (HOLDINGS) LIMITED

("the Company")

On 7 April 1998 all the members of the Company who at that date were entitled to attend and vote at a General Meeting of the Company signed, pursuant to Section 381A of the Companies Act 1985 and in accordance with the provisions of paragraph 5 of Part II of Schedule 15A of the Companies Act 1985, the following Resolution as a Written Resolution.

## SPECIAL RESOLUTION

## THAT:

- 1 The Company be re-registered as a public company under the Companies Act 1985.
- 2.1 The name of the Company be altered by deleting therefrom the word "Limited" and substituting therefor the letters "PLC".
- 2.2 The provisions of the Memorandum of Association of the Company be altered:
- 2.2.1 by replacing the existing Clause 1 with the following:
  - "1. The Company's name is V2 MUSIC (HOLDINGS) PLC"
- 2.2.2 by the insertion of a new Clause 2 as follows:
  - "2. The Company is to be a public company.";
- 2.2.3 by renumbering existing Clauses 2 to 5 as 3 to 6 accordingly;

REREG L1001  
RBS 515924  
S/047

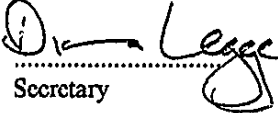
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2.2.4 by replacing the existing Clause 6 with the following:

"6. The Company's share capital is £83,333 divided into divided into  
15,000,000 A Ordinary Shares of 0.5 pence each and 1,666,600  
C Ordinary Shares of 0.5 pence each."

3 The regulations contained in the document attached to this written resolution be  
and are hereby adopted as the new Articles of Association of the Company in  
substitution for the existing Articles of Association of the Company.

  
Secretary