

C/N: 8/7/97

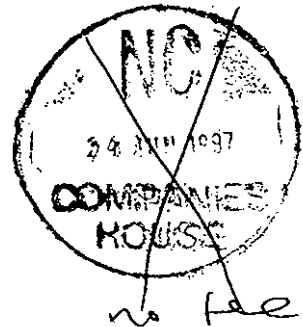
COMPANIES ACTS



WRITTEN RESOLUTIONS

OF

PINCO 922 LIMITED



COMPANY NUMBER : 3356445

I, the undersigned, being the sole member of the above Company, for the time being entitled to attend and vote at General Meetings, hereby pass the following resolutions and agree that the said resolutions shall for all purposes be as valid and effective as if the same had been passed at a General Meeting of the Company duly convened and held.

- 1 **THAT** the name of the Company be changed to **FOTO SOURCE LIMITED.** X
- 2 **THAT** the Authorised Share Capital of the Company be decreased from £1,000 to £100 by the cancellation of 900 Ordinary Shares of £1 each which had not been taken or agreed to be taken by any person. ✓
- 3 **AND THAT** the Directors' authority to allot shares contained in the Company's Articles of Association be extended to expire on the fifth anniversary of the passing of this resolution and to cover all unissued shares.

<u>Date</u>	<u>Signature</u>	<u>Name of Shareholder</u>	<u>Number of Ordinary Shares of £1 each</u>
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For & on behalf of
PINSENT CURTIS DIRECTOR LIMITED


.....Director/Secretary

Pinsent Curtis
Director Limited

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PINCO 922 LIMITED

I, the undersigned, being the sole Director of the above-named Company hereby pass the resolutions and make record of the facts as stated below.

- 1 Name under which incorporated:- Pinco 913 Limited

Date of Incorporation:- 21 April 1997

Registered Number:- 3356445

Subscriber to the Pinsent Curtis Director Limited
Memorandum (one share of
£1 fully paid)

First Director:- Pinsent Curtis Director Limited

First Secretary:- Pinsent Curtis Company Services Limited

First Registered Office:- 41 Park Square
Leeds LS1 2NS

A Certificate Changing the Name of the Company to **FOTO SOURCE LIMITED** with effect from today's date was awaited.

The Company's Authorised Share Capital upon incorporation was £1,000 divided into 1,000 shares of £1 each and had been decreased on 4 June 1997 to £100 by the cancellation of 900 shares of £1 each.

- 2 **IT IS RESOLVED** that the Seal an impression of which is imprinted in the margin of these Minutes be adopted as the Common Seal of the Company.
- 3 **IT IS RESOLVED** that the following share transfer be approved:-

Transferor

Transferee

Pinsent Curtis
Director Limited

Michael Terence Norman 1 Share

- 4 **IT IS RESOLVED** that a further 99 Shares of £1 each of the Company be allotted subject to payment being made in cash in full at par in accordance with applications received as set out below:-

Name of Allottee

Number of Shares Allotted

Michael Terence Norman

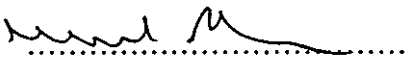
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- 5 **IT IS RESOLVED** that so long as the issued and fully paid up Ordinary Shares of the Company rank pari passu in all respects distinguishing numbers for the Ordinary Shares shall not be maintained.
- 6 **IT IS RESOLVED** that any Director be authorised to sign on behalf of the Company and acting in the presence of the Secretary or a second Director be authorised to affix the Seal of the Company provided that a record of such use of the Seal be maintained and be available for inspection by the Board or by any Director at all times.
- 7 The Secretary is instructed to record these resolutions and to prepare, sign, procure, signatures on and file such documents as are required to give effect to, record or register such resolutions.
- 8 The Secretary is authorised to apply for VAT Registration on behalf of the Company, at such time as this becomes desirable.
- 9 **IT IS RESOLVED** that the registered office of the Company be changed to 39 Luckley Wood, Wokingham, Berkshire, RG41 2EW.

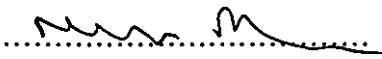
10 • **IT IS RESOLVED** that Michael Terence Norman be appointed Secretary, such appointment to take effect from the date of resignation of Pinsent Curtis Company Services Limited.

11 **IT IS RESOLVED** that Michael Terence Norman and Carol May Warner be appointed directors of the Company.

Pinsent Curtis Director Limited hereby resigns as Director of the Company.

Signed on 17/6/97 by 
Director
Pinsent Curtis Director Limited

Pinsent Curtis Company Services Limited hereby resigns as Company Secretary

Signed on 17/6/97 by 
Director
Pinsent Curtis Company Services Limited