

THE COMPANIES ACTS 1985 to 1989

COMPANY NUMBER 3420338

ORDINARY RESOLUTION OF

TUNEMAY LIMITED

We, the undersigned, INSTANT COMPANIES LIMITED and SWIFT INCORPORATIONS LIMITED, being all the Members for the time being of the above-named Company entitled to receive notice of and to attend and vote at General Meetings HEREBY PASS the following resolution as a Special Resolution and agree that the said resolution shall, pursuant to Clause 53 in Table A (which Clause is embodied in the Articles of Association of the Company) or pursuant to any applicable rule of law, 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.

It is resolved:

That the share capital of the Company be increased from £1000 to £100000 by the creation of 99000 new shares of £1 each ranking in all respects pari passu with the 1000 existing shares of £1 each in the capital of the Company.

That the Directors are unconditionally authorised pursuant to section 80 of the Companies Act 1985, to allot all shares in the authorised share capital of the Company which are unissued at the time of the passing of this Resolution at any time or times during the period of five years from the date hereof.

Dated this 5th day of September 1997



Signed Chadler
(AUTHORISED SIGNATORY OF INSTANT COMPANIES LIMITED)

MR Counsell
(AUTHORISED SIGNATORY OF SWIFT INCORPORATIONS LIMITED)

REF. 3B3943 / CFPU
JORDANS LIMITED
21 ST. THOMAS ST.
BRISTOL, BS1 6JS