

Registered Number: 3458440

THE COMPANIES ACT 1985

INTERCEDE 1286 LIMITED

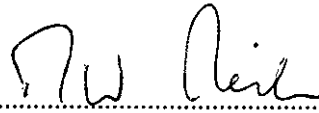
PRIVATE COMPANY LIMITED BY SHARES

SOLE MEMBER'S DECISION
PURSUANT TO SECTION 382B
COMPANIES ACT 1985 (the "Act")

The following is a written record pursuant to section 382B of the Act of a decision of the sole member of the Company which has effect as if agreed by the Company in general meeting:-

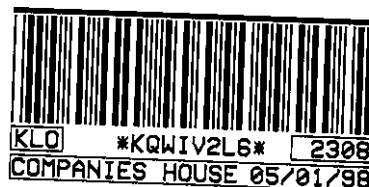
DECISION

That the Memorandum of Association be amended by deleting sub-clause 3.1 of Clause 3 and substituting therefor the attached sub-clause as the new sub-clause 3.1.

Sole Member  Date 17th December 1997

as authorised representative for

Mitre House Nominees Limited



- 3.1.1 To carry on all or any of following businesses: representatives, agents, distributors, importers, exporters, manufacturers and wholesale and retail dealers in and about every kind of marketable product, process, materials and services of every description and in particular in respect of television, video and cinematographic films; to sell, rent, install, finance, distribute, export, import and deal in and act as agents for all kinds of television, video and film production of every description and to provide for the production, reproduction, representation, transmission, performance and exhibition of cinematograph pictures, television, video and radio programmes, to act as agents in relation thereto for purposes of display or exhibition or otherwise, and proprietors, manufacturers, distributors, repairers, hirers, and letters on hire of, and dealers in cinematographic, video and photographic equipment, machines, cameras and appliances and photographic records, gramophones, devices and appliances whereby sound or pictures, independently or simultaneously are recorded or transmitted, and of and in scenery, decoration, scenic and stage properties and effects, and lighting equipment and apparatus, and wireless, television and electrical goods and accessories of all kinds to purchase or otherwise acquire and obtain and hold or dispose of copyrights, licences and other rights and interests in the publication, reproduction, representation and sale of any cinematograph, photographic, pictorial or dramatic work or reproduction, and to deal with the same as publishers, licensors, vendors, licensees, or otherwise and for the purpose of the Company to make any necessary arrangements and agreements with publishers, television and newspaper proprietors, press agencies, and owners of copyrights, licences, or similar rights, and to enter into agreements and engagements of all kinds with authors, producers, artists and other persons; to carry on all or any of the businesses or cinematograph, repertory and other theatre proprietors, managers and lessees, arrangers, financiers and producers of entertainments, amusements and exhibitions and competitions of every description, providers of orchestras, bands, artists and musicians, publishers of music, songs, operas, tickets, programmes, posters and show bills, advertising agents, licensed victuallers, tobacconists, refreshment contractors and proprietors of film, theatrical and variety agencies, and general merchants and traders.
- 3.1.2 To carry on any other trade or business whatever which can in the opinion of the Board of Directors be advantageously carried on in connection with or ancillary to any of the businesses of the Company.