

THE COMPANIES ACTS 1985 TO 1989

PRIVATE COMPANY LIMITED BY SHARES

**WRITTEN RESOLUTION OF
LIONSGATE (H) INVESTMENT LIMITED
("the Company")**

We, the undersigned, being all of the members of the Company who at the date of this resolution would be entitled to attend and vote at general meetings of the Company, **HEREBY PASS** the following resolution as a written resolution and agree that the said resolution shall, for all purposes be as valid and effective as if the same had been passed by us all at a general meeting of the Company duly convened and held.

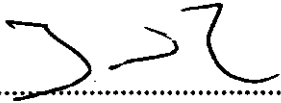
SPECIAL RESOLUTION

1. IT IS RESOLVED to amend the Company's articles of association by the addition of the following article to be numbered 8 and the consequential renumbering of any subsequent articles:-

"The holders for the time being of a majority of the Ordinary Shares of the Company for the time being in issue may from time to time appoint any person or persons as a Director or Directors of the Company and may remove any or all of the Directors for the time being. Any such appointment or removal shall be made in writing signed by the holder or holders for the time being of the majority of the Ordinary Shares of the Company for the time being in issue and, in the case of a body corporate holding any such shares, the signature of any one of its Directors or its duly appointed representative shall suffice. Any such appointment or removal shall take effect on and from the time at which it is lodged at the Office."

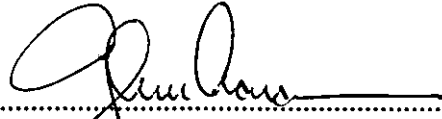


Signed by all the shareholders entitled to attend and vote at a general meeting of the Company:-

A handwritten signature in black ink, consisting of stylized, cursive letters, positioned above a dotted line.

For and on behalf of
Lionsgate (H) Limited

Dated 19 July 1999

A handwritten signature in black ink, appearing to read 'Glenn Aaronson', positioned above a dotted line.

Glenn Aaronson

Dated 19 July 1999