

SIN  
29.7.98  
Company No 3543167

THE COMPANIES ACTS 1985-1989

COMPANY LIMITED BY SHARES



WRITTEN RESOLUTIONS

of

TEMPLECO 395 LIMITED

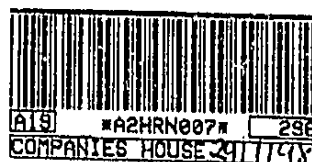
(passed on 24 JULY 1998)

We, the undersigned, being the holders of the entire issued share capital of the Company entitling the holder to attend and vote at General Meetings of the Company hereby resolve:

Ordinary Resolutions

1. That:
  - 1.1 each of the 2 issued and 9,998 unissued ordinary shares of £1 each in the existing share capital of the Company be subdivided into 20 ordinary shares of 5p each;
  - 1.2 40 issued and 168,320 unissued ordinary shares in the share capital of the Company be redesignated as 'A' Ordinary Shares each subject to the rights and restrictions set out in the new articles of association to be adopted as set out in Resolution 5 below;
  - 1.3 31,640 unissued ordinary shares in the share capital of the Company be redesignated as 'B' Ordinary Shares each subject to the rights and restrictions set out in the new articles of association to be adopted as set out in Resolution 5 below;
  - 1.4 the authorised share capital of the Company be increased from £10,000 to £343,868.35 by the creation of:
    - (a) 206,667 'B' Ordinary Shares of 5p each;
    - (b) 100 'C' Ordinary Shares of 5p each; and

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(c) 323,530 Preference Shares of £1 each.

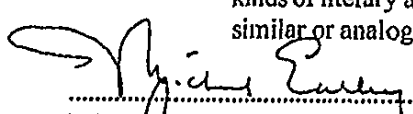
each subject to the rights and restrictions set out in the new articles of association to be adopted as set out in Resolution 5 below.

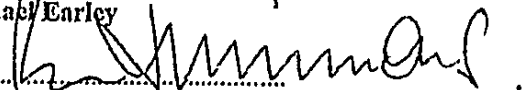
2. That with effect from the date of this Resolution the directors be and are hereby unconditionally authorised pursuant to s80 Companies Act 1985 to exercise any power of the Company to allot relevant securities (as defined by that Act) up to a maximum nominal amount of £343,868.35 at any time or times during the period of five years from the date of this Resolution and at any time thereafter pursuant to any offer or agreement made by this Company before the expiry of this authority.

#### Special Resolutions

3. That the name of the Company be changed to METHUEN PUBLISHING LIMITED;
4. That, pursuant to s95 Companies Act 1985, s89(1) of that Act shall not apply to the allotment of equity securities (as defined in that Act) by the directors so long as the directors shall be authorised pursuant to the authority granted to them by Resolution 2 above;
5. That the Articles of Association in the form of the document initialled by the members be approved and adopted as the Articles of Association of the Company in substitution for and to the exclusion of the existing Articles of Association of the Company; and
6. That pursuant to section 4 of the Companies Act 1985, sub-clause 3.1 of the Company's present Memorandum of Association be deleted and replaced by the following new sub-clause 3.1:

3.1 The object of the Company is to carry on the business of publishers, proprietors, editors, printers and producers of books, magazines, maps, journals, tracts, newspapers and other literary and artistic works, publications and undertakings of journalists, booksellers, bookbinders, literary agents, advertising and publicity agents and advisors, stationers, lithographers, typecutters, typefounders, designers, draughtsmen, type and ink manufacturers, distributors and manufacturers of and dealers in books, magazines, engravings, pictures and all kinds of literary art and artistic work and any other articles or things of character similar or analogous of the foregoing or any of them or connected therewith.

  
Michael Earley

  
Peter Tummons

Date: 24 July 1998