Company No: 3653964

The Companies Act 1985

HELLER

Company Limited by Shares

iView Multimedia Limited

Resolutions passed ... 20 September 2001

At an Extraordinary General Meeting of the above named Company duly convened and held at 36 Cambridge Mansions, Cambridge Road, London, SW11 4RU

on .20 Seekunber 2001 at 6 Arti/pm

the following resolutions were duly passed:

SPECIAL RESOLUTION

THAT in accordance with the provisions of Section 250 of the Companies Act 1985 the Company, being a small company defined in Section 247, be exempt from the obligation to appoint auditors as otherwise required by Section 384 of the said Act.

ELECTIVE RESOLUTIONS

THAT the Company hereby elects:

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- (a) to dispense with the laying of accounts and reports before the Company in general meeting, in accordance with Section 252;
- (b) to dispense with the holding of annual general meetings in accordance with Section 366(A); and
- (c) to dispense with the obligation to appoint auditors annually in accordance with Section 386.

Chairman Chairman

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26/09/01