

THE COMPANIES ACTS 1985 AND 1989
PRIVATE COMPANY LIMITED BY SHARES
CONCEPT OUTDOOR WORLDWIDE LIMITED
Registered number: 03977439


WRITTEN RESOLUTION

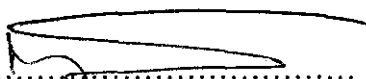
In accordance with regulation 53 of Table A ("Table A") in the schedule to the Companies (Tables A to F) Regulations 1985 (as amended), we, the undersigned, being members of the Company entitled for the time being to attend and vote at general meetings of the Company hereby resolve that the following resolutions of the Company and agree that the said resolution shall for all purposes be as valid and effectual as if the same had been passed at a general meeting of the Company duly convened and held with the requisite notice:

THAT:

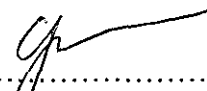
- (a) the Company will dispense with the requirement to lay accounts before its members as permitted by s.252 Companies Act 1985, Pt VII, Ch II.
- (b) the Company will dispense with the requirement to hold an Annual General Meeting as permitted by s.366A Companies Act 1985, Pt XI, Ch IV.
- (c) the Company will dispense with the annual appointment of auditors as permitted by s.386 Companies Act 1985, Pt XI, Ch V.

Dated: 20 October 2004


..... ACC
for and on behalf of
Pacific Leisure, Entertainment & Media Limited


.....
Mark Johnson


.....
Simon Halden


.....
Chris Hodder



A26
COMPANIES HOUSE

0846
26/10/04