

Company No: 4004291

**THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES**

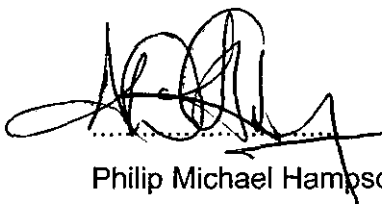
**WRITTEN RESOLUTION
OF
HAMPSON RADIO LIMITED**

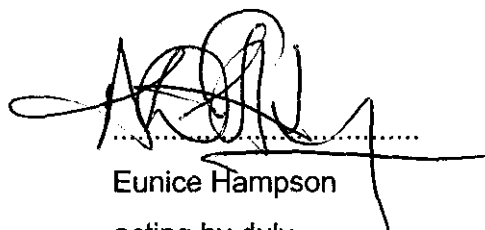
We, the undersigned being all the members of the Company entitled to receive notice of and to attend and vote at general meetings of the Company, hereby pass the following resolutions and agree that the said resolutions shall, pursuant to Section 381A of the Companies Act 1985 ("the Act"), for all purposes be as valid and effective as if the same had been passed at a general meeting of the Company duly convened and held on the date specified below:

ELECTIVE RESOLUTIONS

- 1 That pursuant to section 366A of the Act the Company hereby elects to dispense with the holding of annual general meetings in 2001 and all subsequent years until the election is revoked.
- 2 That pursuant to section 252 of the Act the Company hereby elects to dispense with the laying of accounts and reports before the Company in general meeting for the current financial year and all subsequent financial years.
- 3 That pursuant to section 386 of the Act the Company hereby elects to dispense with the obligation to appoint auditors annually.

DATED: 22nd June 2001


Philip Michael Hampson
acting by duly
authorised attorney


Eunice Hampson
acting by duly
authorised attorney

