

**THE COMPANIES ACT 1985**

**COMPANY NUMBER : 4211782**

**WRITTEN RESOLUTION OF**

**VIDFILM INTERNATIONAL DIGITAL SUBTITLING LIMITED**

We the undersigned being all the members of the Company having the right to receive notice of and to attend and vote at General Meetings of the Company **HEREBY RESOLVE** that the following resolution be passed as a special resolution and agree that the said resolution shall, pursuant to regulation 53 of Table A (which regulation is embodied in the articles of association of the Company), 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:-

**THAT** the first sentence in clause 10 of the Company's Articles of Association be amended to read "That number of directors shall not be less than 3."

DATED this 12<sup>th</sup> day of September 2002

  
.....  
**John Gavin**

  
.....  
**Hilary Lambert**

  
.....  
**Jonathan Mark Lewis**

  
.....  
duly authorised representative of  
**Vidfilm International Digital Limited**

Macintosh HD:Documents:Microsoft User Data:Outlook User Data:Temporary Items:written reso alter arts.doc

