

No: 4656315

The Companies Act 1985

Company limited by shares

Written Resolutions

of

Cult (UK) Limited


(passed on 16 April 2003)

ADL Nominees Limited, being the sole member of the Company entitled to receive notice of, attend and vote at general meetings, hereby **resolves** as follows, as though the resolutions had been passed at general meeting:

Elective Resolutions

1. **That:**

- (a) in accordance with Section 366A, Companies Act 1985 the Company shall dispense with the holding of annual general meetings;
- (b) in accordance with Section 252, Companies Act 1985 the Company shall dispense with the laying of accounts and reports before the Company in general meeting;
- (c) in accordance with Section 386, Companies Act 1985 the Company shall dispense with the obligation to appoint auditors annually.


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David Weller
Director
for and on behalf of
ADL Nominees Limited



17 April 2003