

**RESOLUTIONS of
METROPOLITAN FILM SCHOOL LIMITED (the "Company")**

Company No. 4790426

Passed 30 June 2006

At an extraordinary general meeting of the Company Mission Hall, 9-11 North End Road, London W14 8ST on 30 June 2006 at 3.15pm the following resolutions were duly passed:

ORDINARY RESOLUTIONS

1. SUBSTANTIAL PROPERTY TRANSACTION

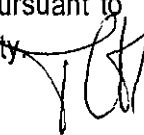
THAT pursuant to the provisions of Section 320(1) of the Companies Act 1985 the acquisition by the Company of the entire issued share capital of Remote Productions Limited from Luke Montagu, Russell Stopford, Julie Montagu, Christelle Bossard and Berkley Cole in consideration of the allotment to Luke Montagu, Russell Stopford, Julie Montagu, Christelle Bossard and Berkley Cole of 50,000 ordinary shares of £0.01 each credited as fully paid in the capital of the Company be and is hereby approved.

2. INCREASE SHARE CAPITAL

THAT the authorised share capital of the Company be increased from £1,000 to £2,000 by the creation of 100,000 new ordinary shares of £0.01 each ranking pari passu in all respects with the ordinary shares in the capital of the Company in issue on the date of passing this resolution.

3. ALLOTMENT

THAT with effect from the time of the passing of this resolution the directors be generally and unconditionally authorised pursuant to section 80 of the Companies Act 1985, to exercise all powers of the Company to allot relevant securities (as defined in the Act) up to a maximum amount of £1,119.65 provided that this authority is for a period expiring five years from the date hereof and at any time thereafter pursuant to any offer or agreement made by the Company before the expiry of this authority.



SPECIAL RESOLUTIONS

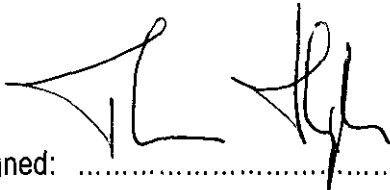
4. PRE-EMPTION RIGHTS

THAT the provisions of article 4.4 of the Company's Articles of Association shall not apply to:

(a) the proposed allotment of 50,000 ordinary shares of £0.01 each to Arts Alliance Media Limited;

(b) the proposed allotment of 11,875 ordinary shares of £0.01 each to each of Luke Montagu, Russell Stopford, Julie Montagu and Christelle Bossard AND to the proposed allotment of 2,500 ordinary shares of £0.01 each to Berkley Cole;

(c) the allotment of any shares provided that such allotment is made within five years from the date of this resolution and is limited to shares up to an aggregate nominal amount of £119.65.

Signed: 

Director