

Company Number: 4801432

WRITTEN RESOLUTION OF THE SOLE MEMBER
OF ARTS ALLIANCE MEDIA LIMITED

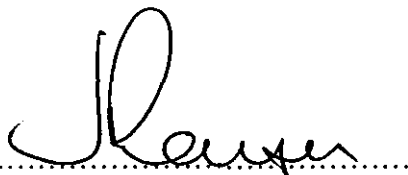
The undersigned, being the sole member of Arts Alliance Media Limited ("the Company"), HEREBY RESOLVES AS FOLLOWS under the articles of association of the Company ("the Articles").

ORDINARY RESOLUTIONS

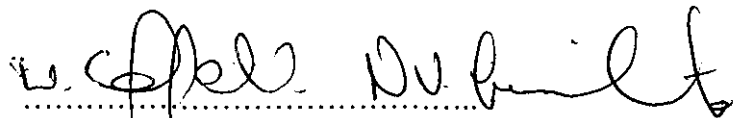
THAT:

1. the authorized and issued share capital of the Company be increased from £6,250,000 to £6,600,000 by the creation of an additional 350,000 ordinary shares of £1 each ("Ordinary Shares"), having the rights set out in the Articles; and
2. the Directors of the Company be hereby generally and unconditionally authorized pursuant to Section 80 of the Companies Act 1985 to allot, and to make agreements to allot, Ordinary Shares up to an aggregate nominal amount of 350,000 during the period expiring on the date of the fifth anniversary of the passing of this Resolution (provided that the Company may before such expiry make an offer or agreement which would or might require such shares to be allotted after such expiry and the Directors may allot Ordinary Shares pursuant to such an offer or agreement as if the authority conferred hereby had not expired).

For and on behalf of Arts Alliance Media (BVI) Limited.



Director



Director/Company Secretary

For and on behalf of
CLOSE TRUSTEES GUERNSEY LIMITED
As Secretary of ARTS ALLIANCE MEDIA (BVI) LIMITED

Dated: 18 October 2004

