

Company No. 5191759

THE COMPANIES ACTS 1985 to 1989

**WRITTEN RESOLUTION OF
I D DISTRIBUTION LIMITED**

Passed on *12 August* 2004

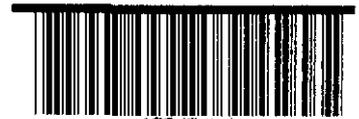
WE, the undersigned, being all the members of the Company entitled to attend and vote at a general meeting of the Company and having been supplied with copies of the statutory declaration made pursuant to Section 155 of the Companies Act 1985 (the "Act") and the auditors report annexed thereto HEREBY RESOLVE in accordance with the provisions of Section 381A of the Act to pass the resolution set out below (which resolution would otherwise be required to be passed as a special resolution) by way of written resolution:-

1. THAT the giving of financial assistance under Section 151 of the Companies Act 1985 by the Company making the following payments:
 - (a) legal and accountancy fees and expenses in relation to a subscription agreement and related documents;
 - (b) an arrangement fee of £62,500 plus VAT to Ingenious Ventures LP in respect of the funding provided under a subscription agreement dated 4 August 2004; and
 - (c) £40,000 to Ingenious Media plc by way of reimbursement of preliminary expenses,

up to an aggregate amount of £133,000 in connection with the subscription for shares in the Company by Ingenious Ventures LP (acting by its general partner Ingenious Ventures Limited) and Sally Miles, be and is hereby approved.

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For and on behalf of INGENIOUS VENTURES LP
(acting by its general partner Ingenious Ventures Limited)

.....
Sally Miles



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COMPANIES HOUSE

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14/08/04