

Company Number: 5516184

THE COMPANIES ACTS 1985 TO 1989

COMPANY LIMITED BY SHARES

**ELECTIVE RESOLUTIONS OF INGENIOUS FILMS LIMITED**

At an Extraordinary General Meeting of the members of the above named company, duly convened and held at 100 Pall Mall, London, SW1Y 5NQ, on 28 February 2006, the following Elective Resolutions were passed unanimously, in person or by proxy, by all Members entitled to attend and vote at the meeting:-

**ELECTIVE RESOLUTIONS:**

That pursuant to Section 366A of the Companies Act 1985 the Company hereby elects to dispense with the holding of Annual General Meetings in 2006 and subsequent years until this election is revoked.

That pursuant to Section 252 of the Companies Act 1985 the Company hereby elects to dispense with the laying of accounts and reports before the Company in General Meeting.

That pursuant to Section 386 of the Companies Act 1985 the Company hereby elects to dispense with the obligation to appoint Auditors annually.

Date..... 28 February 2006 Director:..... BM

