

CERTIFIED AS
A TRUE COPY

COMPANY NUMBER: 5879286

Scfile

THE COMPANIES ACT 1985
&
THE COMPANIES ACT 1989

DATE: 2/5/07

ELECTIVE RESOLUTIONS OF
ALL3MEDIA CAPITAL LIMITED

At an EXTRAORDINARY GENERAL MEETING of the above named Company, duly convened and held at 87-91 Newman Street, London W1T 3EY on [2nd May 2007], the following Elective Resolutions were duly passed -

- 1 That pursuant to Section 366A of the Companies Act 1985, the Company hereby elects to dispense with the holding of an Annual General Meeting in 2007 and in each subsequent year
- 2 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 in respect of the year ended 31 August 2006 and in all subsequent financial Years
- 3 That, pursuant to Section 386 of the Companies Act 1985, the Company hereby elects to dispense with obligation to appoint Auditors annually
- 4 That, pursuant to Section 80A of the Companies Act 1985 the Company hereby elects that the provisions of Section 80A shall apply to the Company and the Directors authority to allot relevant securities shall extend to all relevant securities of the Company which are at the time of the passing of this resolution unissued
This authority is given for an indefinite period

Scfile

All3Media Holdings Limited

Date

2/05/07

THURSDAY



A30 *ADPPXPM9* 308
17/05/2007
COMPANIES HOUSE