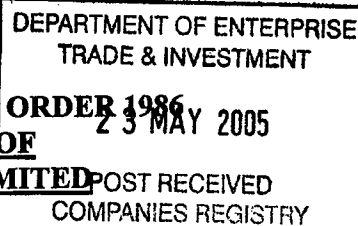




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Company No. N.I. 35033

**COMPANIES (NORTHERN IRELAND) ORDER 1986**  
**WRITTEN RESOLUTIONS OF**  
**RLA NORTHERN IRELAND LIMITED**



Pursuant to Article 389A of the Companies (Northern Ireland) Order, 1986, we the undersigned member of the above company being the sole member who at the date hereof would be entitled to attend and vote at a general meeting of the Company hereby resolves as follows, such resolutions to take effect as special resolutions:-

**THAT:**

- 1 subject to compliance with Articles 165 to 168 of the Companies (Northern Ireland) Order 1986 (the "Order");
  - 1.1 the execution of a debenture by the Company to secure all sums due and to become due by the Company to HSBC Bank plc ("HSBC") (the "Debenture");
  - 1.2 the execution of a guarantee by the Company, RLA Group Limited, RLA Media Limited, RLA Southern Limited, Roland Long Advertising Limited and Triang Marketing Limited (together the "Group") of all sums due and payable by the Group to HSBC;
  - 1.3 the execution of an intercreditor agreement between each of the members of the Group and ISIS Equity Partners PLC, Baronsmead VCT PLC, Baronsmead VCT 2 PLC, Baronsmead VCT 3 PLC, Baronsmead VCT 4 PLC subordinating all intercompany financial obligations to those of HSBC (the "Intercreditor");  
  
(together, the "Security Documents");  
  
be and hereby are approved.
- 2 the execution by the Company of the Security Documents is in the best interests of the Company and the approval of the Company to entering into the Security Documents to which it is a party is given notwithstanding that the Company might be held to be giving financial assistance for the purposes of Articles 161 and 162 of the Order; and
- 3 the giving of financial assistance (as defined in Article 162 of the Order) by the Company as described in the statutory declarations made pursuant to Articles 165 (6) of the Order having annexed thereto a report of the auditors of the Company required by Article 166(4) of the Order, copies of which are attached to this resolution, be and is hereby approved.
- 4 the provisions of the Memorandum of Association of the Company with respect to its

objects be and are hereby altered by inserting immediately after paragraph 3(A) the following new provision as 3(A)(i):-

“A(i) Except insofar as prohibited by Article 161 of the Companies (Northern Ireland) Order, 1986 (the “Order”), to give, directly or indirectly, whether with or without the Company receiving any consideration or advantage and whether or not in furtherance of the attainment of any other object of the Company, financial assistance of any kind (including but not limited to financial assistance within the meaning of Article 162(1) of the Order) to any person or company in any manner on any terms and for any purposes whatsoever and in particular (without derogation from the generality of the foregoing) to give financial assistance for the purpose of or in connection with the purchase of or subscription for securities in the capital of the Company or any holding company, subsidiary or wholly owned subsidiary (as defined in Article 4 Part I of the Order (as amended by Article 62 Part IV of the Companies (No 2) (NI) Order 1990 of the Company to be made by any person or company.”

5. the current clause 3(M) of the Memorandum of Association of the Company be deleted therefrom and that the following clause be adopted in substitution therefor and to the exclusion thereof, namely,

“(M) (i) To lend and advance money or give credit to any person, firm or company with or without security and to invest the money of the Company upon such terms as the Company may approve;

(ii) To guarantee, grant indemnities, support or secure, whether by direct obligation or covenant or by mortgaging or charging all or any part of the undertaking, property and assets (present and future) and uncalled capital of the Company or by issuing any security of the Company by way of mortgage, or by any one or more or all of such methods or by any other method, the performance of any obligations or commitments and the repayment or payment of the principal amounts of, or the premiums interest and dividends on any securities and/or loans or advances of any person, firm or company, including (without prejudice to the generality of the foregoing) any company which is for the time being a subsidiary company or holding company of the Company or is a subsidiary of such a holding company or which is otherwise directly or indirectly associated with the company in business or through shareholdings;”

6. a new Article 9A be inserted immediately following Article 9 as follows:-

“9A Notwithstanding anything contained in these Articles and in Article 9 above, the directors shall not decline to register any transfer of shares, nor may they suspend registration thereof where such transfer is executed, or delivered for registration, by an person to whom such shares have been charged by way of security, or by an nominee of such person, pursuant to the power of sale under such security and a certificate by an officer of such person that the shares were so charged and the

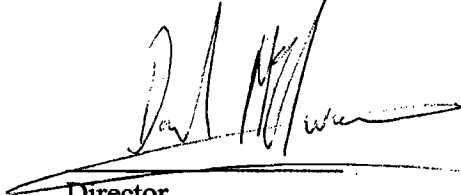
transfer was so executed or delivered shall be conclusive evidence of such fact.”

7. Regulation 24 of Table A of the Companies (Tables A to F) Regulations 1985 shall not apply.

*Abdullahi*  
Director for and on behalf of  
RLA Media Limited  
as sole shareholder

27 April 2005

I certify that a copy of the within resolutions have been sent to the Company's auditors in accordance with the Company's (Northern Ireland) Order 1986 (as amended by the Deregulation (Northern Ireland) Order 1997).

A handwritten signature in black ink, appearing to be 'D. M. W.', written over a horizontal line.

Director  
RLA Northern Ireland Limited