

THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES

No. 32627

WRITTEN RESOLUTION

of

PERTH CABLE TELEVISION LIMITED

On 9th May 1994 the subjoined resolution (which would otherwise require to be passed as a Special Resolution) was duly agreed to as a WRITTEN RESOLUTION of the above named Company viz:-

RESOLUTION

THAT the Articles of Association be amended by adding a new Article 4 as follows:-

4. Notwithstanding anything contained in these Articles:-

(a) any pre-emption rights conferred on existing members by these Articles or otherwise shall not apply to,

and

(b) the directors shall not decline to register, nor suspend registration of,

any transfer of shares where such transfer is:-

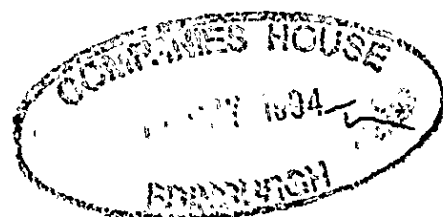
(i) in favour of any bank or institution (or any nominee or nominees of such a bank or institution) to whom such shares are being transferred by way of security; or

(ii) duly executed by any such bank or institution (or any such nominee or nominees), to whom such shares (including any further shares in the Company acquired by reason of its holding of such shares) have been transferred as aforesaid, pursuant to the power of sale under such security

and a certificate by any official of such bank or institution that the shares are or are to be subject to such a security and the transfer is executed in accordance with the provisions of this Article shall be conclusive evidence of such facts.


.....
Director

[NIGHT_OPER]CJL-PERTHCABLE-RFS

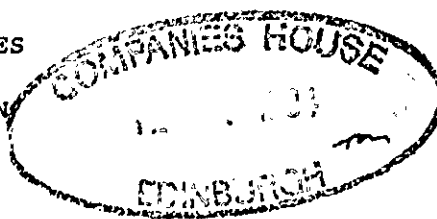


THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES
ARTICLES of ASSOCIATION

of

PERTH CABLE TELEVISION LIMITED

(as adopted on 23rd February 1989 and as amended 9th May 1994)



1. The Regulations contained or incorporated in Table A as prescribed by the Companies (Tables A to F) Regulations 1985 (such Table being hereinafter called "Table A") shall apply to the Company save in so far as they are excluded or varied hereby and such Regulations (save as so excluded or varied) and the Articles hereinafter contained shall be the Regulations of the Company.
2. The Directors may exercise all the powers of the Company to borrow money without limit as to amount and upon such terms and in such manner as they think fit, and to grant any mortgage, charge or standard security over its undertaking, property and uncalled capital, or any part thereof, and to issue debentures, debenture stock and other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party.
3. The Directors are unconditionally authorised, for the purposes of Section 80 of the Companies Act 1985, to allot shares up to the amount of the share capital created on incorporation of the Company at any time or times during the period of five years from the date of incorporation. In accordance with Section 91 of the Companies Act 1985, sub-section (1) of Section 89 of the Companies Act 1985 shall be excluded from applying to the Company.
4. (a) any pre-emption rights conferred on existing members by these Articles or otherwise shall not apply to,

and

(b) the directors shall not decline to register, nor suspend registration of,

any transfer of shares where such transfer is:-

- (i) in favour of any bank or institution (or any nominee or nominees of such a bank or institution) to whom such shares are being transferred by way of security; or
- (ii) duly executed by any such bank or institution (or any such nominee or nominees), to whom such shares (including any further shares in the Company acquired by reason of its holding of such shares) have been transferred as aforesaid, pursuant to the power of sale under such security

and a certificate by any official of such bank or institution that the shares are or are to be subject to such a security and the transfer is

executed in accordance with the provisions of this Article shall be conclusive evidence of such facts.

This page and the preceding page comprise the Articles of Association as amended by Written Resolution dated 9th May 1994.

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Director

CJL-COPY-PERTH-CABLE-ARTS (MJC.ADMIN)