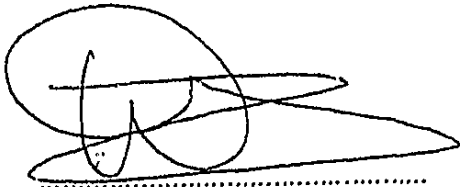


Company No. 541295

WRITTEN RESOLUTION
of
GUINNESS WORLD RECORDS LIMITED
(the "Company")

We, the undersigned, being sole member of the Company and in accordance with Article 56 of the Articles of Association of the Company, HEREBY RESOLVE to pass the following resolution as a special resolution:

THAT the new Articles of Association of the Company, the form of which is attached, be and are hereby adopted as the Articles of Association of the Company in substitution for and to the exclusion of all the existing Articles of Association.



DIAGEO plc
acting by its Attorney
GULLANE CHILDREN'S BOOKS LIMITED

Dated: 27 July 2001

CERTIFIED A
TRUE
COPY



Signed *sj berwin*

Date *01/08/01*

sjberwin

No 541205

THE COMPANIES ACTS 1985 and 1989

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

of

GUINNESS WORLD RECORDS LIMITED

(as adopted by Special Resolution passed on 27 July 2001)

1 Preliminary

The Regulations in Table A (as set out in the Schedule to the Companies (Tables A to F) Regulations 1985 SI 1985 No 805 as amended) shall apply to the company, save in so far as they are not excluded or modified by these Articles, to the exclusion of the Table A contained in any other enactment. References to Regulations are to Regulations in Table A and all words and expressions in these Articles shall bear the same meanings as in Table A.

2 Transfer of Shares

Without otherwise limiting the powers and duties of the directors in relation to the registration of any transfers of shares, the directors must register any transfer of shares in proper form where such transfer results from the proper exercise by a mortgagee or other security holder of its rights under a mortgage or other security interest held by it over such shares. The directors shall be entitled to rely on a confirmation by an officer of the mortgagee or security holder that such is the case. Regulation 24 shall be modified accordingly.

3 Share Capital

Section 89(1) of the Act (offers to shareholders to be on pre-emptive basis) shall not apply to the allotment by the company of any equity security.

4 General Meetings

- 4.1 Notice of any general meeting need not be given to the directors in their capacity as such. Regulation 38 shall be modified accordingly.
- 4.2 If the company has only one member, one member present in person or by proxy or, if a corporate member, by its duly authorised representative shall be a quorum. Regulation 40 shall be modified accordingly.
- 4.3 A resolution in writing shall be effective to do anything required by law to be done in general meeting. In the case of a member which is a corporation, the resolution may be signed on behalf of that corporation by one of its directors or its secretary. Regulation 53 shall be modified accordingly.
- 4.4 Proxies may be delivered at any time prior to the meeting at which the proxy is to vote. Regulation 62 shall be modified accordingly.

5 Alternate Directors

- 5.1 An alternate director shall not be entitled as such to receive any remuneration from the company, save that he may be paid by the company such part (if any) of the remuneration otherwise payable to his appointor as such appointor may by notice in writing to the company from time to time direct, and the first sentence of Regulation 66 shall be modified accordingly.
- 5.2 A director, or any such other person as is mentioned in Regulation 65, may act as an alternate director, to represent more than one director, and an alternate director shall be entitled at any meeting of the directors or of any committee of the directors to one vote for every director whom he represents in addition to his own vote (if any) as a director, but he shall count as only one for the purpose of determining whether a quorum is present. Regulation 89 shall be modified accordingly.

6 Powers of Directors

For so long as the holder of not less than ninety per cent (90%) of the issued share capital of the company is Gullane Children's Books Limited ("the Parent Company") or any company which is itself a subsidiary of the Parent Company, the following provisions shall apply and to the extent of any inconsistency shall have overriding effect as against all other provisions of these Articles (and those regulations in Table A which apply to the company):

- (a) no security or security interest shall be created or allowed to subsist without the consent of the Parent Company; and
- (b) any or all powers of the directors shall be restricted in such respects and to such extent as the Parent Company may by notice to the company from time to time prescribe.

No person dealing with the company shall be concerned to see or enquire as to whether the powers of the directors have been in any way restricted hereunder or as to whether any requisite consent of the Parent Company has been obtained. Moreover, no obligation incurred or security or security interest created or transaction effected by the company to, in favour of or with any third party in excess of the powers of the directors as so restricted (but within the powers of the directors apart from any restriction imposed under this Article) or without any requisite consent of the Parent Company shall be invalid or ineffectual unless the third party had at the time express notice that the incurring of such obligation or the creation of such security or security interest or the effecting of such transaction was in excess of the powers of the directors as so restricted or lacked any such requisite consent. Regulation 70 shall be modified accordingly.

7 Delegation of Directors' Powers

The directors may delegate any of their powers to committees consisting of such person or persons (whether directors or not) as they think fit. Regulation 72 shall be modified accordingly.

8 Appointment and Removal of Directors

- 8.1 Any member holding, or any members holding in aggregate, a majority in nominal value of the issued share capital for the time being of the company which carries the right to attend and vote at general meetings of the company ("Majority Member") may at any time and from time to time:
- (a) appoint any person to be a director either to fill a vacancy or as an additional director or remove from office any director (whether or not appointed by the Majority Member);
 - (b) appoint any person to be an alternate director for any director (in which case the director shall during the currency of such appointment have no right to appoint an alternate director and shall have no right to remove such alternate director) or remove from office

any alternate director (whether or not appointed by the Majority Member): in the case of appointment no approval of the directors shall be required; and

- (c) appoint any person (whether or not a director and notwithstanding that members are otherwise required to be directors) to be a member of any committee of directors or remove from office any member of any such committee (whether or not appointed by the Majority Member).

Any such appointment or removal shall be signed by or on behalf of the Majority Member. In the case of a member which is a corporation, the appointment or removal may be signed on its behalf by one of its directors or its secretary or some other person duly authorised for the purpose and shall take effect on being delivered to or sent by post to the company at its registered office or upon delivery to it at a meeting of the directors. Regulation 81 shall be modified accordingly.

- 8.2 The directors shall not be subject to retirement by rotation. Regulations 73 to 75 shall not apply and references in any other Regulation to directors retiring by rotation shall be disregarded.

- 8.3 A director shall not be required to retire or vacate his office or be ineligible for reappointment as a director, and a person shall not be ineligible for appointment as a director, by reason of him or her having attained any particular age. Section 293 of the Act shall not apply.

9 Proceedings of Directors

- 9.1 A director absent or intending to be absent from the United Kingdom may request the directors during his or her absence to send notices of meetings of the directors to him or her at such address within the United Kingdom as the director may give to the company for this purpose but in the absence of such a request it shall not be necessary to give notice of a meeting to a director who is absent from the United Kingdom. Regulation 88 shall be modified accordingly.

- 9.2 The quorum for the transaction of business of the directors shall be two provided that at least one director present shall be a director nominated by the Parent Company by notice in writing to the company at its registered office or who is also a director of the Parent Company. Regulation 89 shall be modified accordingly.

- 9.3 Any director may validly participate in a meeting of the board of directors of the company or a committee of the directors by means of a conference telephone or any communication equipment which allows all persons participating in the meeting to hear each other. A person so participating shall be deemed to be present in person at the meeting and accordingly shall be counted in the quorum and be entitled to vote. Regulation 89 shall be modified accordingly.

- 9.4 A resolution in writing shall be as valid and effective for all purposes as a resolution duly passed at a meeting of the directors (or a committee of directors, as the case may be) where the resolution in writing:

- (a) is circulated to all the directors or members of the committee as the case may be; and
- (b) is signed by a majority of the directors for the time being entitled to receive notice of a meeting of the directors or if greater the number of directors required to constitute a quorum at a meeting of the directors, or by a majority of the members of the committee for the time being entitled to receive notice of a meeting of the committee or if greater the number of members of the committee required to constitute a quorum at a meeting of the committee provided that such resolution in writing has been signed by at least one director who is nominated by the Parent Company by notice in writing to the company at its registered office or who is also a director of the Parent Company.

The resolution in writing may consist of several documents in the same form each signed by one or more of the directors or members of the relevant committee, including signatures evidenced by

means of facsimile transmission. A resolution signed by an alternate director need not also be signed by that person's appointor and, if it is signed by a director for whom an alternate director has been appointed, it need not be signed by the alternate director in that capacity. Regulation 93 shall not apply. Regulation 92 shall apply to all acts done by such a resolution in writing as it does to acts done by a meeting of the directors.

- 9.5 A director shall be counted in the quorum for any meeting called to consider any resolution concerning a matter in which the director has an interest or duty. A director shall be entitled to vote on any resolution concerning a matter in which the director has an interest or duty. Regulations 94 to 96 (inclusive) shall not apply.

10 Accounts

A member, subject to such conditions and regulations as the directors may determine having regard to any obligation binding upon the company to keep confidential information supplied to it by other persons, may inspect personally or by his agent at any time and from time to time any account or book or document of the company (and take and retain copies thereof). Regulation 109 shall not apply.

11 Notices


Any notice or other document delivered or left at a registered address otherwise than by post shall be deemed to have been served or delivered on the day it was so delivered or left. Any notice required by these Articles to be given by the company may be given by any visible form on paper, including facsimile and electronic mail, and a notice communicated by any such form of immediate transmission shall be deemed to be delivered at the time it is transmitted to the person to whom it is addressed. Regulation 115 shall be modified accordingly.

Company No. 541295

WRITTEN RESOLUTION
of
GUINNESS WORLD RECORDS LIMITED
(the "Company")

We, the undersigned, being the sole member of the Company and in accordance with Article 56 HEREBY RESOLVE to pass the following resolutions as special resolutions:


- 1 THAT the Memorandum of Association of the Company be altered by inserting a new sub-clause (v) of clause 3 stating:
"Subject to the Companies Act 1985 to give (whether directly or indirectly) any kind of financial assistance (as defined in section 152(1)(a) of the Act) for any purpose specified in section 151(1) or section 151(2) of the Act"
- 2 THAT the giving of the financial assistance for the purpose of reducing or discharging the liabilities incurred for the purpose of the acquisition of the shares in the Company and taking the form described in the Statutory Declarations of even date herewith and made by all of the Company's Directors on form 155(6)a (a copy of which together with the annexed auditors' report is available for inspection by the members at the meeting) be and is hereby approved.
- 3 THAT in view of the benefits likely to accrue to the Company from the provisions of a facilities agreement dated on 1 July 2001 (the "Facilities Agreement") between, amongst others, Barclays Bank PLC (the "Bank") and Gullane Entertainment Plc whereby the Bank will make available a multicurrency term and revolving facilities of a maximum £85,000,000, and as a condition of this, requires the Company accede to the Facilities Agreement as a guarantor and to execute a debenture (the "Debenture") in favour of the Bank (acting as Security Trustee for the Beneficiaries (as defined therein)) in respect of the obligations of all of the companies specified therein and to grant security over all of the Company's assets in favour of the Bank, the Company to execute an intra-group loan agreement (the "Intra-Group Loan Agreement") between inter alios the Company as lender and the Parent as borrower and that such documents be approved and that the Directors and Secretary of the Company be authorised to sign the Accession Letter to the Facilities Agreement, the Intra-Group Loan Agreement and to execute the Debenture as a deed together with the necessary documentation so as to give effect thereto.

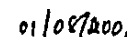

Signed by
DIAGEO plc acting by its Attorney
GULLANE CHILDREN'S BOOKS LIMITED

Dated 27 July 2001



CERTIFIED A
TRUE
COPY

Signed 

Date  01/08/2001

S. J. Berwin 