

Company No. 1306335

The Companies Act 1985
Private Company Limited by Shares

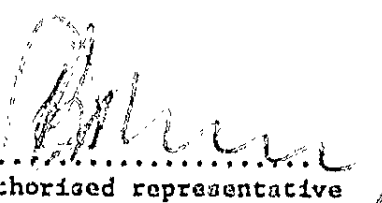
Elective Resolutions
of

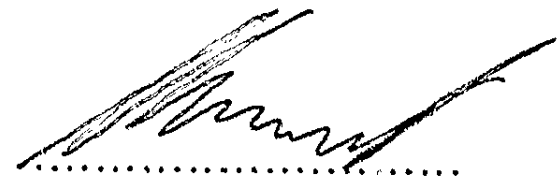
VIDEOLOGIC LIMITED

Passed 20th August 1990

AT AN EXTRAORDINARY GENERAL MEETING of the above named company duly convened and held on 20th August 1990 the following resolutions were passed as Elective Resolutions.

1. the provisions of Section 80A of the Companies Act 1985 (as amended) shall apply instead of the provisions of Section 80(4) and (5) of the said Act in relation to the giving or renewal for an indefinite period after the date of the passing of this Resolution of an authority under the said Section 80 such authority to apply to all relevant securities of the Company (within the meaning of that Section) from time to time unissued
2. the Company hereby dispenses with the laying of accounts and reports before the Company in general meeting;
3. the Company hereby dispenses with the holding of annual general meetings;
4. the Company hereby dispenses with the obligation to appoint auditors annually.


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Duly authorised representative
of AVESCO FINANCE LIMITED


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Duly authorised representative
of AVESCO PLC