

Company No 04004291

FRIDAY



\*R01YZY7U\*

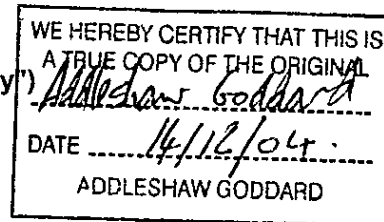
RM

21/03/2008

98

COMPANIES HOUSE

HEADLAND ENTERTAINMENT LIMITED (the "Company")



**Written Resolution pursuant to  
Section 381A Companies Act 1985 (as amended)**

We, the undersigned, being the sole member of the Company for the time being entitled to receive notice of and to attend and vote at general meetings of the Company, hereby pass the following resolutions as Special Resolutions of the Company pursuant to section 381A of the Companies Act 1985 (as amended) and hereby agree that the said resolutions shall for all purposes be as valid and effective as if passed as Special Resolutions at a general meeting of the Company duly convened and held

**SPECIAL RESOLUTIONS**

- 1 "The articles of association shall be amended by the deletion of the following clause 8

The company shall have a first and paramount lien on every share (whether or not it is a fully paid share) for all monies (whether presently payable or not) called or payable at a fixed time in respect of that share and the company shall also have a first and paramount lien on all Shares (whether fully paid or not) standing registered in the name of any person whether solely or as one of two or more joint holders for all monies presently payable by him or his estate to the company, but the directors may at any time declare any share to be wholly or in part exempt from the provisions of this article. The company's lien on a share shall extend to any dividend or other amount payable in respect of it "

- 2 "The articles of association shall be amended by the deletion of the following clause 9

The company may sell in such manner as the directors determine any shares on which the company has a lien if a sum in respect of which the lien exists is presently payable and is not paid within 14 clear days after notice has been given to the holder of the share or to the person entitled to it in consequence of the death or bankruptcy of the holder, demanding payment and stating that if the notice is not complied with the shares may be sold "

- 3 "The articles of association shall be amended by the deletion of the following clause 10

To give effect to a sale the directors may authorise some person to execute an instrument of transfer of the shares sold to, or in accordance with the directions of, the purchaser. The title of the transferee to the shares shall not be affected by any irregularity in or invalidity of the proceedings in reference to the sale "

- 4 "The articles of association shall be amended by the deletion of the following clause 11

The net proceeds of the sale, after payment of the costs, shall be applied in payment of so much of the sum for which the lien exists as is presently payable, and any residue shall (upon surrender to the company for cancellation of the certificate for the shares sold and subject to a like lien for any monies not presently payable as existed upon the shares before the sale) be paid to the person entitled to the shares at the date of the sale "

- 5 "The articles of association shall be amended by the deletion of the following clause 24

The directors may, in their absolute discretion, and without assigning any reason therefor, decline to register any transfer of any share, whether or not it is a fully paid share Without prejudice to the generality of the foregoing, they may also refuse to register a transfer unless

- (a) it is lodged at the office or at such other place as the directors may appoint and is accompanied by the certificate for the shares to which it relates and such other evidence as the directors may reasonably required to show the right of the transferor to make the transfer,
- (b) it is in respect of only one class of shares, and
- (c) it is in favour of not more than four transferees "

- 6 "The articles of association shall be amended by the deletion of the following clause 25

If the directors refuse to register a transfer of a share, they shall within two months after the date on which the transfer was lodged with the company send to the transferee notice of the refusal "

- 7 "The articles of association shall be amended by the deletion of the following clause 26

The registration of transfers of shares or of transfers of any class of shares may be suspended at such times and for such periods (not exceeding 30 days in any year) as the directors may determine "

- 8 "The articles of association shall be amended by the insertion of the following clause 8

Regulations 8, 9, 10 and 11 of Table A shall not apply "

- 9 "The articles of association shall be amended by the insertion of the following clause 20

Regulations 24, 25 and 26 of Table A shall not apply "

Signed for and on behalf of

**TEAMtalk Media Group Limited**



Date