

Company Number: 04823611

THE COMPANIES ACT 1985
WRITTEN RESOLUTIONS
OF
ALL 3 MEDIA GROUP LIMITED

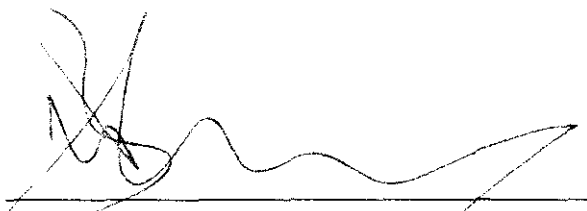
We, the undersigned, being the members of All 3 Media Group Limited (the "**Company**") entitled to attend and vote at general meetings of the Company unanimously hereby pass, the following written resolutions as resolutions of the Company and such resolutions shall be as valid and effectual as if they had been passed as ordinary resolutions at a general meeting of the Company duly convened and held:

RESOLUTIONS

- 1 **THAT**, of the 1,390,029 A ordinary shares of 10 pence each in the capital of the Company, 614,341 be re-designated as deferred shares in the capital of the Company.
- 2 **THAT**, of the 496,442 B ordinary shares of 10 pence each in the capital of the Company, 130,318 be re-designated as deferred shares in the capital of the Company.

27 September 2006

This is certified a true and complete copy of the original
Weil, Gotshal & Manges 2/10/06
Weil, Gotshal & Manges



**For and on behalf of
Bridgepoint Capital (Nominees) Limited**

Jules Burns

John Pfeil

Stephen Morrison



David Liddiment

Sir Robert Phillis

For and on behalf of
Bridgepoint Capital (Nominees) Limited



Jules Burns



John Pfeil



Stephen Morrison



David Liddiment



Sir Robert Phillis

J Pfeil

**John Pfeil for and on behalf of
The John Pfeil Family Settlement**

S Briggs

**Shirley Briggs for and on behalf of
The John Pfeil Family Settlement**

K. Brown Jan
AUTHORISED SIGNATORIES
For and on behalf of BNTB Nominees
(Guernsey) Limited

For:

Butterfield Trust (Guernsey) Limited AS TRUSTEE OF NEWINCO 264 EMPLOYEE INCENTIVE TRUST
Simon Ross
Amanda Ross
Luc Frantzen
Gerard Lane
Shula Rijxman
David Lewis
Frank de Jonge
Tina Flintoff
John Barnett
Nick Barrett
Louise Pedersen
Andrew Simmonds
Neil Duncanson
Mark Ainsworth
John Wohlgemuth
Ian Ayres
Katy Thorogood
Tessa Cuming
Richard Pearson
Lorna-Dawn Creanor
John Nolan
Pippa Haddow
John Quinn
Carolyn Reynolds
Mark Raphael
Sean Marley
Sou Pang
Tony Wood
Damien Frost
Julian Freeston
Brian True-May
Josephine Grace