

Company Number: 1495407

THE COMPANIES ACTS 1985 TO 1989

COMPANY LIMITED BY SHARES

ORDINARY RESOLUTIONS AND
SPECIAL RESOLUTION OF THE SOLE MEMBER OF

MISTER LIGHTING STUDIOS LIMITED

("the Company")

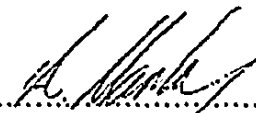
PASSED PURSUANT TO REGULATION 53 OF TABLE A OF
THE COMPANIES (TABLES A - F) REGULATIONS 1985

ORDINARY RESOLUTIONS

- (a) That the authorised share capital of the Company be increased from £100 to £75,100 by the creation of 75,000 Ordinary Shares of £1 each such shares to rank pari passu with the existing Ordinary Shares in the capital of the Company and that clause 5 of the Memorandum of Association be amended accordingly.
- (b) That the directors of the Company be and are hereby generally and unconditionally authorised for the purposes of Section 80 of the Companies Act 1985 to exercise all the powers of the Company to allot relevant securities (as defined in sub-section (2) of section 80 of the said Act) up to an aggregate nominal amount of 75,000 Ordinary Shares of £1 each to such persons on such terms and in such manner as they think fit for the period of five years from the date of this resolution.

SPECIAL RESOLUTIONS

- (c) That the directors of the Company be empowered pursuant to section 95 of the said Act to allot and issue 75,000 Ordinary Shares of £1 each in the capital of the Company pursuant to the authority conferred by Ordinary Resolution (b) set out above as if Sections 89(1) and 90(1) to (6) of the Act did not apply.


.....
ANDREW MARTIN
For and on behalf of
MISTER LIGHTING LIMITED

26/10/00



A20 0454
COMPANIES HOUSE 31/10/00
SIC/XOCS/14542b 26/10/00

Company Number: 1495407

THE COMPANIES ACTS 1985 TO 1989

COMPANY LIMITED BY SHARES

ORDINARY RESOLUTIONS AND
SPECIAL RESOLUTION OF THE SOLE MEMBER OF

MISTER LIGHTING STUDIOS LIMITED

("the Company")

PASSED PURSUANT TO REGULATION 53 OF TABLE A OF
THE COMPANIES (TABLES A - F) REGULATIONS 1987




ORDINARY RESOLUTIONS

- (a) That the authorised share capital of the Company be increased from £100 to £75,100 by the creation of 75,000 Ordinary Shares of £1 each such shares to rank pari passu with the existing Ordinary Shares in the capital of the Company and that clause 5 of the Memorandum of Association be amended accordingly.
- (b) That the directors of the Company be and are hereby generally and unconditionally authorised for the purposes of Section 80 of the Companies Act 1985 to exercise all the powers of the Company to allot relevant securities (as defined in sub-section (2) of section 80 of the said Act) up to an aggregate nominal amount of 75,000 Ordinary Shares of £1 each to such persons on such terms and in such manner as they think fit for the period of five years from the date of this resolution.

SPECIAL RESOLUTIONS

- (c) That the directors of the Company be empowered pursuant to section 95 of the said Act to allot and issue 75,000 Ordinary Shares of £1 each in the capital of the Company pursuant to the authority conferred by Ordinary Resolution (b) set out above as if Sections 89(1) and 90(1) to (6) of the Act did not apply.


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ANDREW MARTIN
For and on behalf of
MISTER LIGHTING LIMITED

26/10/00

THE COMPANIES ACTS 1985 TO 1989

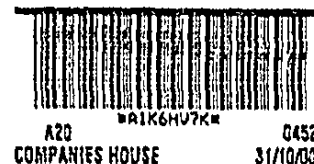
COMPANY LIMITED BY SHARES

COMPANY NO. 1495407

SPECIAL RESOLUTION

- of -

THE MEMBERS OF
MISTER LIGHTING STUDIOS LIMITED
("the Company")



PASSED PURSUANT TO REGULATION 53 OF TABLE A
OF THE COMPANIES (TABLES A-F) REGULATIONS 1985

PASSED ON 26TH OCTOBER 2000

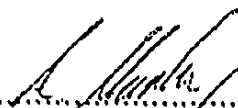
Approval of the amendments to the Memorandum of Association of the Company

That the Memorandum of the Association of the Company be and is hereby amended by relettering clauses 3 (V) and (W) to 3 (W) and (X) respectively and inserting the following clause as a new clause 3 (V):

3 (U) Except insofar as prohibited by Section 151 of the Companies Act 1985, to give, directly or indirectly, whether with or without the Company receiving any consideration or advantage and whether or not in furtherance of the attainment of any other object of the Company, financial assistance of any kind (including but not limited to financial assistance within the meaning of Section 152(1) of the Companies Act 1985) to any person or company in any manner on any terms and for any purposes whatsoever and in particular (without derogation from the generality of the foregoing) to give financial assistance for the purpose of the acquisition of securities in any Associated Company (as defined below) to be made by any person or company or for the purpose of reducing or discharging any liability incurred by any person or company for the purpose of such acquisition.

For the purposes of paragraph 3(V) the expression "Associated Company" shall mean any company which is for the time being:

- (a) a parent undertaking (as defined by Section 21 of the Companies Act 1989) of the Company; or
- (b) a subsidiary undertaking (as defined by Section 21 of the Companies Act 1989) of the Company or of any parent undertaking of the Company;
- (c) a company controlled either by the same persons as control the Company (or any parent undertaking of the Company) or by connected persons;


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MISTER LIGHTING LIMITED