

Company No. 0541295

WRITTEN RESOLUTION

Of

GUINNESS WORLD RECORDS LIMITED

We, the undersigned, being all the members of the Company HEREBY RESOLVE to pass the following resolution as a special resolution:

1. THAT the following provision be inserted after the existing clause 2 of the Company's Articles of Association:

"2.1 Any lien on shares which the Company has shall not apply in respect of any shares which have been charged by way of security to a bank, institution or other person or subsidiary thereof."

2. THAT the existing clause 3 of the Company's Articles of Association shall be deleted and shall be replaced with the following new Clause 3:

"Section 89(1) and section 90(1) to (6) inclusive of the Companies Act 1985 do not apply to the Company."

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Signed on behalf of
HIT ENTERTAINMENT LIMITED

Dated 25 May 2005

