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THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

ORDINARY RESOLUTION

of EMAP Consumer Magazines Limited

passed the 28th August 1991


At a general meeting of the members of the above-named company, duly convened and held at Apex House, Oundle Road, Peterborough on the 28th August 1991, the following ORDINARY RESOLUTION was passed:

INCREASE
AUTHORISED
SHARE CAPITAL

THAT the share capital of the company be increased from £100.00 to £5000000.00 by the creation of the following new shares:

4999900 Ord shares of £1.00 each ranking in all respects pari passu with the 100 existing Ord shares of £1.00 each in the capital of the company.

Signed:


K Marriott
Chairman

COPIED
- 28.8.1991

THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES
ORDINARY RESOLUTION

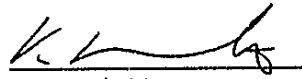
of EMAP Consumer Magazines Limited

passed the 28th August 1991

At a general meeting of the members of the above-named company, duly convened and held at Apex House, Oundle Road, Peterborough on the 28th August 1991, the following ORDINARY RESOLUTION was passed:

RENEWAL OF
AUTHORITY TO
ALLOT SHARES

THAT the directors be and they are hereby generally and unconditionally authorised pursuant to section 80 of the Companies Act 1985 to exercise any power of the company to allot and grant rights to subscribe for or to convert securities into shares of the company up to a maximum nominal amount equal to the nominal amount of the authorised but unissued share capital at the date of the passing of this resolution. Provided that the authority hereby given shall expire five years after the passing of this resolution unless (subject to the said section 80) previously renewed, revoked or varied save that the directors may, notwithstanding such expiry, allot any shares or grant any rights under this authority in pursuance of an offer or agreement so to do made by the company before the expiry of this authority.

Signed: 

K Marriott
Chairman

CO. 1111
- 30 SEP 1991

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

pursuant to Section 378 Companies Act 1985

of EMAP Consumer Magazines Limited

passed the 28th August 1991

At a general meeting of the members of the above-named company, duly convened and held at Apex House, Oundle Road, Peterborough on the 28th August 1991, the following SPECIAL RESOLUTION was passed:

DIS-APPLY
PRE-EMPTION
RIGHTS

THAT the Directors be and are hereby generally and unconditionally empowered to allot and grant rights to subscribe for or convert securities into shares of the company pursuant to the authority conferred in the above preceding resolution as if Section 89(1) of the Companies Act 1985 did not apply. This power shall enable the directors so to allot and grant rights to subscribe for or convert securities into shares of the Company after its expiry in pursuance of an offer or agreement so to do made by the company before its expiry.

Signed: 

K Marriott
Chairman

CONFIDENTIAL
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