

Company No: 2036686

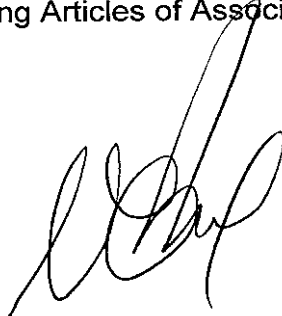
THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES
SPECIAL RESOLUTION OF
UDV (CENTRAL EUROPE AND ASIA) LIMITED

Passed on 20 May 1999

At an Extraordinary General Meeting of the above named Company, duly convened and held at 8 Henrietta Place, London W1M 9AG on 20 May 1999, the following Resolution was duly passed as a Special Resolution:

SPECIAL RESOLUTION

1. **THAT** the draft Articles of Association produced to the Meeting and initialled by the Chairman for the purposes of identification be adopted as the new Articles of Association of the Company in substitution for and to the exclusion of all the existing Articles of Association.



CHAIRMAN



THE COMPANIES ACTS 1985 AND 1989

COMPANY LIMITED BY SHARES

NEW ARTICLES OF ASSOCIATION
OF
UDV (CENTRAL EUROPE AND ASIA) LIMITED

(Adopted by Special Resolution
passed on 20 May 1999)

PRELIMINARY

1. The regulations contained or incorporated in Table A in the Schedule to The Companies (Tables A to F) Regulations 1985, as amended by The Companies (Tables A to F) (Amendment) Regulations 1985, ("Table A") shall apply to the Company save in so far as they are varied or excluded by or are inconsistent with these Articles. A reference herein to any Regulation is to that regulation as set out in Table A.

SHARE CAPITAL

2. The share capital of the Company at the date of adoption of these Articles is £200,000 divided into 200,000 shares of £1 each.
3. Save with the prior written consent of the holder or holders for the time being of a majority of the Ordinary Shares of the Company for the time being in issue, no share of any description shall be issued by the directors but subject thereto the directors are generally and unconditionally

authorised (for the purposes of Section 80 of the Companies Act 1985 (the "Act") at any time or times during a period of five years from the date of adoption of these Articles to allot, or to grant any right to subscribe for or to convert any security into, all or any of the unissued shares in the authorised share capital of the Company at such date to such persons, at such times and generally on such terms as they think fit.

4. At the expiry of such period of five years, the authority contained in Article 3 shall expire but such authority shall allow the Company to make an offer or agreement before the expiry of such authority which would or might require shares to be allotted, or rights to subscribe for or to convert any security into shares to be granted after the expiry of such authority and shall allow the directors to allot shares and grant rights pursuant to any such offer or agreement as if such authority had not expired.

TRANSFER OF SHARES

5. The directors shall register a transfer of shares which is presented for registration duly stamped. Regulation 24 of Table A shall not apply.

SHAREHOLDERS' RESOLUTIONS

6. A resolution in writing signed or approved by letter, telex, facsimile transmission or cable by all the members of the Company who would be entitled to vote upon it if it had been duly proposed at a general meeting or a meeting of any class of members of the Company, or by their duly appointed attorneys, shall be as valid and effectual as if it had been passed at a general meeting or at such class meeting of the Company (as the case may be) duly convened and held. Any such resolution may consist of several documents in like form each signed by one or more of the members or their attorneys (or, in the case of a member which is a body corporate, by a director thereof or by a duly appointed representative). Regulation 53 of Table A shall not apply.

7. Any proxy appointed by a member of the Company in accordance with Section 372 of the Act shall be entitled to vote on a show of hands as well as on a poll, provided that no person present shall be entitled to more than one vote on a show of hands save as provided in Regulation 50 of Table A. Regulation 54 of Table A shall be deemed to be modified accordingly.

DIRECTORS

8. The holder or holders for the time being of a majority in nominal value of the Ordinary Shares of the Company for the time being in issue may from time to time appoint any person or persons as a director or directors of the Company and may remove any or all of the directors for the time being (howsoever they may have been appointed). Any such appointment or removal shall be made in writing signed by the holder or holders for the time being of a majority of the Ordinary Shares of the Company for the time being in issue and, in the case of a body corporate holding any such shares, the signature of any one of its directors or its duly appointed representative shall suffice. Any such appointment or removal shall take effect on and from the time at which it is lodged at the Company's registered office.
9. In addition to the circumstances set out in Regulation 81 of Table A the office of a director shall be vacated if he is removed from that office in accordance with Article 8.
10. The directors shall not be subject to retirement by rotation and Regulations 73 to 80 (inclusive) and the last sentence of Regulation 84 of Table A shall not apply.
11. No director shall vacate his office or be ineligible for re-appointment as a director, nor shall any person be ineligible for appointment as a director by reason only of his having attained any particular age nor shall special

notice be required of any resolution appointing or approving the appointment of such a director or any notice be required to state the age of the person to whom such resolution relates.

ALTERNATE DIRECTORS

12. Any director (other than an alternate director) may appoint any other director or any other person willing to act to be an alternate director and may remove from office an alternate director so appointed by him. Regulation 65 of Table A shall not apply.
13. Any such person appointed as an alternate director shall vacate his office as an alternate director:-
 - 13.1 if and when the director by whom he has been appointed vacates office as a director;
 - 13.2 if the director by whom he has been appointed removes him by written notice to the Company; or
 - 13.3 in the event of any circumstances which, if he were a director, would cause him to vacate his office as such.
14. Regulation 67 of Table A shall not apply.

GRATUITIES AND PENSIONS

15. Regulation 87 of Table A is amended by replacing "The directors may provide benefits" with "The directors may, with the approval of the holder or holders for the time being of a majority in nominal value of the Ordinary Shares of the Company for the time being in issue, provide benefits".

PROCEEDINGS OF DIRECTORS

16. Without prejudice to the first sentence of Regulation 88, a meeting of the directors may consist of a conference between directors who are not all in one place, but of whom each is able (directly or by telephonic communication) to speak to each of the others, and to be heard by each of the others simultaneously. A director taking part in such a conference shall be deemed to be present in person at the meeting and shall be entitled to vote or be counted in a quorum accordingly. Such a meeting shall be deemed to take place where the largest group of those participating in the conference is assembled, or, if there is no such group, where the chairman of the meeting then is. The word "meeting" in these Articles shall be construed accordingly.
17. The sentence "It shall not be necessary to give notice of a meeting to a director who is absent from the United Kingdom" in Regulation 88 of Table A shall not apply to the Company.
18. Regulation 91 of Table A is amended by replacing "The directors may appoint one of their number to be the chairman of the board of directors" with "The Company may appoint and remove the chairman of the board of directors by ordinary resolution. If and so long as the position of chairman is vacant, the directors may appoint one of their number to be the chairman".
19. A director who is in any way directly or indirectly interested in any contract, transaction or arrangement or proposed contract, transaction or arrangement with the Company shall declare the nature of his interest at a meeting of the directors in accordance with Section 317 of the Act. Subject to such disclosure, a director may vote as a director on any resolution concerning any matter in which he has, directly or indirectly, an interest or duty and, if he shall so vote, his vote shall be counted and he shall be reckoned in determining a quorum when any such resolution or matter is

under consideration. Regulations 94 to 96 (inclusive) of Table A shall not apply.

20. Regulation 93 of Table A shall apply as if the word "signed" included "approved by letter, telex, facsimile transmission or cable".

NOTICES

21. Proof that:-

21.1 an envelope containing a notice was properly addressed, prepaid and posted (by first class post, where available); or

21.2 a telex or facsimile transmission setting out the terms of the notice was properly despatched

shall be conclusive evidence that the notice was given. A notice shall be deemed to be given at the expiration of 48 hours after the envelope containing it was so posted, or, in the case of telex or facsimile transmission, when so despatched. Regulation 115 of Table A shall not apply.

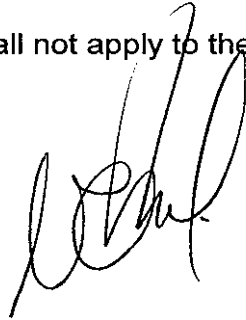
INDEMNITY

- 22.1 Every director or other officer of the Company shall be indemnified out of the assets of the Company against all losses or liabilities which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto, including any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgement is given in his favour or in which he is acquitted or in connection with any application under Sections 144 or 727 of the Act, in which relief is granted to him by the court, and no director or other officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the execution of the duties of his office or in relation thereto.

But this Article shall only have effect in so far as its provisions are not avoided by Section 310 of the Act.

22.2 Subject to the provisions of the Act and with the approval of the holder or holders for the time being of a majority in nominal value of the Ordinary Shares of the Company for the time being in issue, the directors may purchase and maintain insurance at the expense of the Company for the benefit of any director, officer or auditor of the Company against liability which attaches to them or loss or expenditure which they incur in relation to anything done or omitted or alleged to have been done or omitted as directors, officers or auditors.

22.3 Regulation 118 in Table A shall not apply to the Company.

A handwritten signature in black ink, appearing to be 'R. Smith', written over the text of clause 22.3.

Chairman