

5.2.11

Company Number: 02276604

THE COMPANIES ACTS 1985 AND 1989

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

OF

HETHERINGTON SEELIG THEATRES LIMITED

Passed 26 September 2007

We, the undersigned, being the sole member of the Company for the time being entitled to receive notice of and to attend and vote at general meetings (being a corporation by our duly authorised representative), hereby resolve, pursuant to article 1(a) of the articles of association of the Company, that the following resolution be passed and agree that the same shall have effect as if passed as a special resolution at a general meeting duly convened and held

WRITTEN RESOLUTION

THAT the articles of association of the Company be and hereby are amended by

- 1 the insertion in article 3 of the words "Except in respect of any issued shares in the company held in the name, or subject to any security interest granted in favour, of a bank or financial institution" at the beginning of the current article 3 and that the first word "The" of the current article 3 is amended to "the", and
- 2 the insertion of a new article 14A immediately following article 14 which reads as follows -

"14A Notwithstanding anything contained in these Articles to the contrary, the directors will register any transfer of shares and may not suspend the registration of the transfer of any shares if such transfer
 - (i) is to the bank or institution to which such shares have been charged by way of security, whether as security trustee and/or agent for a group of banks or institutions or otherwise, or to any nominee or any transferee of such bank or institution (a "Secured Institution"),
 - (ii) is delivered to the Company for registration by a Secured Institution or its nominee in order to perfect its security over such shares, or
 - (iii) is executed by a Secured Institution or its nominee pursuant to a power of sale or other power under such security "

WEDNESDAY



LZLCCTH3
LD2 03/10/2007 310
COMPANIES HOUSE

Signed

Name

Title

For and on behalf of
Qdos Entertainment plc.

A handwritten signature in black ink, appearing to read 'P. Parndorf'. The signature is stylized with a large, looping 'P' and a long, horizontal stroke extending to the right.

Director