

Company Number: 3115253

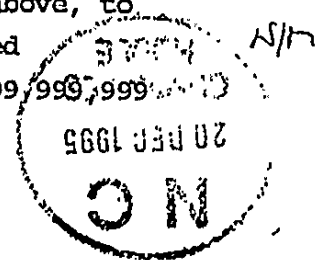


WRITTEN RESOLUTIONS OF FCB 1147 LIMITED  
(the "Company")

FCB Nominees Limited, being the sole member of the Company for the time being entitled to attend and vote at general meetings of the Company, HEREBY RESOLVES under Regulation 53 of Table A, which Regulation is incorporated into the Company's Articles of Association, as referred to in Section 8 of the Companies Act 1985, as follows:

ORDINARY RESOLUTIONS

1. THAT the authorised share capital of the Company be increased to £100,000,000 by the creation of 99,999,900 Ordinary Shares of £1 each.
2. THAT the directors be and they are hereby specifically authorised in accordance with Section 80 Companies Act 1985 to exercise for a period of five years from the date of this resolution all powers of the Company to allot relevant securities (within the meaning of the said Section 80) up to the full amount of the authorised but unissued share capital of the Company as increased by Resolution 1 above, provided that this authorisation is limited to "allotments of such relevant securities to Time Warner Entertainment Company Limited Partnership, only. The authority hereby conferred shall allow and enable the directors to make an offer or an agreement before the expiry of the period herein referred to which would or might require relevant securities to be allotted after such expiry.
3. THAT the directors shall, for the purposes of Article 3.1 of the Articles of Association of the Company, have the power pursuant to the authority given by Resolution 2 above, to allot to Time Warner Entertainment Company Limited Partnership up to a maximum aggregate amount of 99,999,900



Ordinary Shares of £1 each in accordance with the Articles of Association of the Company.

4. THAT the resignation of Legist Directors Limited of its office as sole director of the Company, having been tendered to the Company, be accepted with effect from midnight tonight.
5. THAT Lynn MacDiarmid and Mark Smith be appointed Directors of the Company with effect from midnight tonight.

#### SPECIAL RESOLUTIONS

6. THAT pursuant to the authority given by Resolution 2 above and pursuant to Section 95(1) Companies Act 1985, the directors be and they are hereby given power to allot equity securities (as defined in Section 94 of that Act) as if Section 89(1) of that Act did not apply to the allotment provided that this power shall expire on the fifth anniversary hereof, save that the directors may make an offer or an agreement before such expiry which would or might require equity securities to be allotted after such expiry and the directors may allot such equity securities in pursuance of such offer or agreement as if the power conferred hereby had not expired.
7. THAT the name of the Company be changed to "TWE London Limited".
8. THAT the objects of the Company set out in the Company's Memorandum of Association be altered by the adoption of the objects set out in Clause 3.1 of the document signed for the purposes of identification by the sole member of the Company and attached hereto, in substitution for the objects set out in clause 3.1 of the Company's existing Memorandum of Association.

For and on behalf of  
FCB Nominees Limited



.....  
Authorised Signatory

Dated 13<sup>th</sup> December 1995