

Company Number 3482895

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

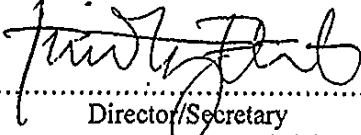
of

MUZAK (UK) LIMITED

On the 15th day of March 1998 the following resolutions were duly passed as written resolutions pursuant to Section 381A of the Companies Act 1985.

RESOLUTIONS

- 1 That, with effect from the passing of this resolution each of the 100 issued and 900 unissued ordinary shares of £1 each in the capital of the Company is sub-divided into 10 ordinary shares of 10 pence each.
- 2 That with effect from the passing of this resolution the authorised share capital of the Company is increased from £1,000 to £36,000 by the creation of 350,000 new Ordinary shares of 10 pence each.
- 3 That, pursuant to the provisions of Section 80 of the Companies Act 1985, the directors are generally authorised to exercise all the powers of the Company to allot relevant securities as defined by that Section provided that:-
 - 3.1 the maximum amount of such securities which may be allotted under this authority (within the meaning of that Section) is £35,000 and the authority granted by this resolution is in substitution for any authority to allot relevant securities previously granted to the directors which (to the extent it remains in force and unexercised) is revoked; and
 - 3.2 this authority shall, unless it is (prior to its expiry) duly revoked or varied or is renewed, expire on 16 April 1998.
- 4 That, pursuant to the provisions of Section 95 of the Companies Act 1985, the directors are empowered to allot equity securities (as defined in Section 94 of that Act) pursuant to the authority conferred on them by the preceding resolution as if Section 89(1) of that Act did not apply.
- 5 That new articles of association be adopted in substitution for the Company's existing articles of association.


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Director/Secretary

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