

COMPANY NO. 03998831



SHAZAM ENTERTAINMENT LIMITED

(the Company)

WRITTEN MEMBERS' RESOLUTION

(Resolution passed 17 July 2001)

In accordance with section 381A of the Companies Act 1985, **WE**, being all the members of the Company who at the date of this resolution would be entitled to attend and vote at a general meeting of the Company, **AGREE** that the following resolutions shall have effect as if passed by the Company in general meeting and accordingly **WE RESOLVE**:

ORDINARY RESOLUTION

1. **THAT** the 125,000,000 "A" Ordinary Shares of £0.000004 (both authorised and issued) each be redesignated as 125,000,000 Ordinary Shares of £0.000004 each.

SPECIAL RESOLUTION

2. **THAT** paragraph 4(a) of the Articles of Association be deleted and the following words be inserted in its place:

"The share capital of the Company at the date of adoption of these articles is £1,000 divided into 125,000,000 Ordinary Shares of £0.000004 each and 125,000,000 "B" Ordinary Shares of £0.000004 each."

IT WAS NOTED that these resolutions are passed by the holders of all the issued "A" Ordinary Shares as at the date of this resolution (there being no "B" Ordinary Shares currently in issue).

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Signed by:
CHRISTOPHER BARTON

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Signed by:
RYSAFFE TRUSTEE COMPANY
For and on behalf of
VENTURE 2000 TRUST

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Signed by:
RYSAFFE TRUSTEE COMPANY
For and on behalf of the
P. INGHELBRECHT TRUST

.....
Signed by:
CHRISTOPHER BARTON
For and on behalf of
AVERY WANG