

Company number: 04546827

THE COMPANIES ACTS 1985 to 1989
PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

- of -

THE MUSIC GROUP INTERNATIONAL LIMITED

We, the undersigned, being the sole member of the company who, at the date of this resolution would be entitled to attend and vote at general meetings of the company, HEREBY PASS the following resolution as special resolution and confirm that this resolution shall, for all purposes, be as valid and effective as if it had been passed at a general meeting of the company duly convened and held.

SPECIAL RESOLUTION

That a new Article 24(A) be included in the Articles of Association with the following wording:

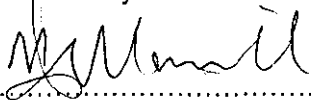
24(A)

- (1) Notwithstanding anything contained in these Articles, the Directors shall not decline to register any transfer of shares, nor may they suspend registration thereof where such transfer:
 - (a) is to any bank or institution to which such shares have been charged by way of security, or to any nominee of such a bank or institution (a "**Secured Institution**"); or
 - (b) is delivered to the Company for registration by a Secured Institution or its nominee in order to perfect its security over the shares; or
 - (c) is executed by a Secured Institution or its nominee pursuant to the power of sale or other power under such security,

and furthermore notwithstanding anything to the contrary contained in these Articles no transferor of any shares in the Company or proposed transferor of such shares to a Secured Institution or its nominee and no Secured Institution or its nominee shall be required to offer the shares which are or are to be the subject of any transfer aforesaid to the shareholders for the time being of the Company or any of them, and no such shareholder shall have any right under the Articles or otherwise howsoever to require such shares to be transferred to them whether for consideration or not.

- (2) The Company shall have no lien on any shares which have been charged by way of security to a Secured Institution and the provisions of Regulations 8 to 11 (inclusive) of Table A relating to liens over shares shall not apply in respect of any such share.

Dated: 28 February 2003



For and on behalf of

The Music Group Limited

