

**THE COMPANIES ACTS 1985 TO 1989
PUBLIC COMPANY LIMITED BY SHARES**

COPY RESOLUTION of

VIS entertainment plc (the "Company")

(Registered in Scotland under company number SC160499)

dated 15 March 2004

At the Extraordinary General Meeting of the Company, duly convened and held in accordance with the Company's Articles of Association at 10 am on 15 March 2004, the following resolutions were duly passed as special resolutions:-

Special Resolution 1

THAT:-

- 1 the Company be re-registered as a private company limited by shares;
- 2 the word "Limited" be substituted for the letters "plc" in the name of the Company;
- 3 the Memorandum of Association be amended as follows:-
 - (1) by the substitution of the word "Limited" for the letters "plc" in Clause 1; and
 - (2) by the deletion of Clause 2 which presently states that
"The Company is to be a public company"
and the renumbering of the remaining Clauses; and
- 4 the Articles of Association of the Company be amended by the substitution of the word "Limited" for the letters "plc" in the name of the Company where it appears in the Articles.

Special Resolution 2

THAT:-

Conditional on the passing of Special Resolution 1 and conditional on any offer for the whole of the issued share capital of the Company being made by BAM! Entertainment, Inc. and such offer becoming or being declared unconditional in all respects, the Articles of Association of the Company be amended as follows:-

by deleting the word "automatically" where it appears in Article 4.5.4 and by inserting the following at the end of Article 4.5.4:

"but only if the holders of 75% or more of the 'B' Ordinary Shares then in issue deliver to the Company notice in writing requesting such conversion."

CVDK 15/3/2004

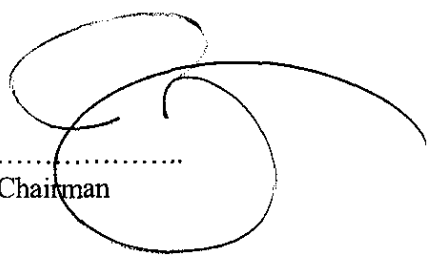


Special Resolution 3

THAT the Articles of Association of the Company be amended as follows:-

by deleting "Telewest Communications plc" in the "Telewest" definition and substituting therefore
"Telewest Communications Networks Limited"

.....
Chairman

A large, stylized handwritten signature in black ink, consisting of several loops and a long horizontal stroke extending to the right.

15/3/2004