

Company No: SC167874

**THE COMPANIES ACTS 1985 AND 1989**

**WRITTEN RESOLUTION**

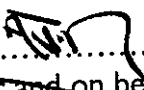
**OF**

**DISCOVERY FM LIMITED**

The following resolution has been agreed to pursuant to Regulation 53 of Table A to the Companies Act 1985 (which forms part of the Company's Articles of Association) by the undersigned being the sole member of the Company having the right to attend and vote at general meetings of the Company:

**SPECIAL RESOLUTION**

Pursuant to section 250(1)(a) of the Companies Act 1985 as amended by s14 of the Companies Act 1989 and by SI No. 1992/3003, the Company having been dormant from the time of its formation resolves to make itself exempt from the provisions of Part VII of the Companies Act 1985 relating to the audit of accounts and from the obligation to appoint auditors.

<b><u>Date</u></b>	<b><u>Signature</u></b>	<b><u>Name of Shareholder</u></b>	<b><u>No. of Shares</u></b>
31/10/97	 ..... for and on behalf of Independent Radio Group PLC	Independent Radio Group PLC	1 Ordinary Share

