

CLYDE BROADCAST PRODUCTS LIMITED

(Registered No. 174692)

COMPANIES ACT 1985

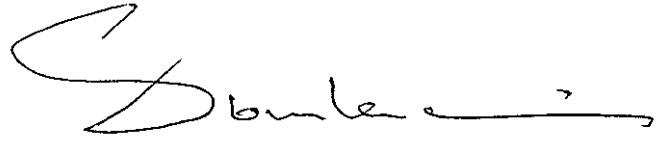
RESOLUTIONS

At an Extraordinary General Meeting of the Company held at 15 North Avenue, Clydebank Business Park on the 3rd day of March 1998 the following Resolutions were passed (Resolutions (1), (2) and (3) as Ordinary Resolutions and Resolution (4) as a Special Resolution) as Resolutions of the Company:-

- "(1) THAT the Share Capital of the Company be and is hereby increased to £100,527 by the creation of 527 Ordinary Shares of £1 each having the rights attached thereto by the Articles of Association of the Company to be adopted pursuant to Resolution (4) below;
- (2) THAT the 50,000 authorised but unissued Redeemable Preference Shares of £1 each be and are hereby converted into 50,000 A Cumulative Redeemable Preference Shares of £1 each having the rights attached thereto by the Articles of Association of the Company to be adopted pursuant to Resolution (4) below;
- (3) THAT the 40,000 issued Redeemable Preference Shares of £1 each be and are hereby converted into 40,000 B Cumulative Redeemable Preference Shares of £1 each having the rights attached thereto by the Articles of Association of the Company to be adopted pursuant to Resolution (4) below; and
- (4) THAT the Company's Articles of Association be replaced by adopting the Articles produced to the Meeting and initialled for the purposes of



identification only by the Chairman of the Meeting as the new Articles
of Association of the Company."

A handwritten signature in cursive script, appearing to read "S. B. ...", written over a horizontal line.

Chairman