

Company Number: 5439242

SPECIAL RESOLUTION

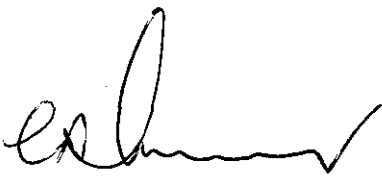
- of -

BAMBOLONA ENTERTAINMENT LIMITED

AT AN EXTRAORDINARY GENERAL MEETING of the Members of the above Company duly convened and held on 28/4/2005 the following SPECIAL RESOLUTION was duly passed:-

THAT the objects of the Company be altered by the deletion of sub-clauses (a) and (b) from clause 3 of the Memorandum of Association, and the substitution therefor of the new sub-clauses shown in the appendix attached hereto.

Signed:



RWL Registrars Limited

Secretary



Presented By:
Reichmann & Wing Limited
134 Percival Road
Enfield
Middlesex EN1 1QU

THE COMPANIES ACTS 1985 to 1989

COMPANY LIMITED BY SHARES

Memorandum of Association

- of -

BAMBOLONA ENTERTAINMENT LIMITED

- 1. The name of the Company is:-**

BAMBOLONA ENTERTAINMENT LIMITED

- 2. The Registered Office of the Company will be situate in England and Wales.**

- 3. The Objects for which the Company is established are:-**

(a) To carry on all or any of the following businesses: Music publishers, producers, printers, transcribers, arrangers, writers, orchestrators, copyists, directors, composers, lyricists, songwriters, copywriters, scriptwriters, playwrights, dramatists, journalists, press and publicity agents, music and copyright agents, general entertainment and music agents and contractors, impresarios and managers in and about the music, entertainment and allied industries generally, proprietors of music, recording, sound studios and post production, film and other studios, practice rooms, arts and similar centres, musicians, artistes, vocalists, entertainers and other performers in any or all of the popular, rythm, dance, jazz, beat, classical, dramatic, choral, operatic or other speciality fields and whether as individuals, or in groups or otherwise, manufacturers, producers, makers, processors, pressers, distributors, dealers, importers, exporters, engineers, and general traders in and of all kinds of records, films, cassettes, tapes, compact and laser disks and all other audio, visual and allied equipment, devices and supplies, producers, directors, distributors, consultants, agents and experts in and for the creation, production, distribution and other aspects of television and radio programmes, concerts, recitals, films, plays, entertainments and other presentations whether live or recorded; to exploit the goodwill value and other rights in the name or property of the Company or others and to grant licenses for the use of any such name in connection with any projects whatsoever.

(b) To buy, sell, import, export, manufacture and deal in all kinds of goods, stores and equipment whether in connection with any of the above activities or otherwise and to act as agents for all purposes.