

THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES

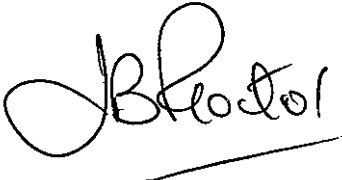
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Special Resolution of
21st Century Sound Limited

COPY resolution of the type and in the terms specified below as passed by the members of the Company named above at their extraordinary general meeting duly convened and held at Pit Lane, Jamage Industrial Estate, Talke Pits, Stoke on Trent, Staffordshire on 16th September 1998.

SPECIAL RESOLUTION

That the company being dormant shall be 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.



DIRECTOR

16th September 1998

