

COPY



Dial-A-TV (York) Limited

Registered in England 2722882

Ordinary Resolution

Held on: 31 August 2001

Held at: Units 1-2 Green Farm Abbots Ripton, Huntingdon, Cambs. PE28 2PL

Present: Gary Nichols (Chairman)
Graham Pollington (Director)
Anna Nichols (Director & Company Secretary)

Apologies for absence David Lloyd (Director)

The Following Resolutions were duly passed

1. The creation of 60,000 Redeemable Preference Shares of £1 each with a Redemption date Between 1st January 2008 and 31st December 2008 ,Dividends paid monthly at 6.5% above HSBC Bank Lending Rate, rate will be adjusted every 3 months to reflect prevailing rate
2. That the directors be and they are unconditionally authorized for the purposes of Section 80, companies Act able to issue shares in the Company up to the authorized redeemable preference share capital at any time or times following the passing of the resolution

Signed

.....
G.R.Nichols
Managing Director (Chairman)

Date..... 31-8-2001



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