

Company Number: 4078205

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS OF

THE SOLE MEMBER OF

YOU ME DIGITAL LIMITED

(the "Company")

We, the undersigned, being the sole member of the Company for the time being having a right to attend and vote at general meetings, hereby pass the following resolutions in writing (such resolutions to have effect as Elective Resolutions) pursuant to the provisions of the Company's Articles of Association:

WRITTEN RESOLUTIONS

- a) THAT, pursuant to s.366A of the Companies Act 1985, the holding of the Company's annual general meetings be and is hereby dispensed with;
- b) THAT, pursuant to s.252 of the Companies Act 1985, the laying of accounts before the company in general meeting be and is hereby dispensed with; and
- c) THAT, pursuant to s.386 of the Companies Act 1985, the obligation to appoint auditors annually be and is hereby dispensed with.

Signed


Duly authorised for and on behalf of You Me TV Limited

Date Signed 29th September 2006



