

Company Number 1138069

THE COMPANIES ACT 1985

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

OF

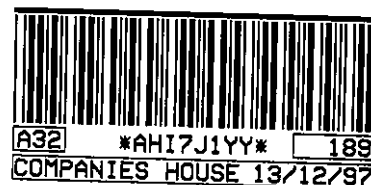
PYTHON (MONTY) PICTURES LIMITED

(passed on 27 November 1997)

In accordance with regulation 53 of Table A, which is incorporated in the Company's articles of association by virtue of article 2 of those articles we, the undersigned, being all the members of the Company who, at the date of this resolution would be entitled to attend and vote at general meetings of the Company, hereby unanimously resolve upon the following resolutions and agree that they shall be as valid and effective as if they had been passed as special resolutions at a general meeting of the Company duly convened and held.

SPECIAL RESOLUTIONS

1. That:
 - (a) the forty-two issued ordinary shares of £1 each in the capital of the Company be redesignated such that the seven such shares registered in the name of each of the members of the Company at the date hereof be



redesignated as one A ordinary share of £1 and six Half a Bee ordinary shares of £1 each; and

(b) the unissued ordinary shares of £1 each in the capital of the Company be redesignated as Half a Bee ordinary shares of £1 each

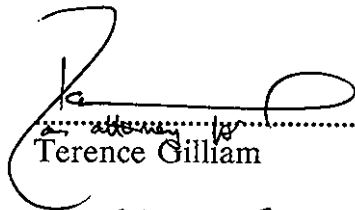
having the rights and subject to the restrictions attached to them as set out in the new articles of association of the Company to be adopted pursuant to resolution 2.

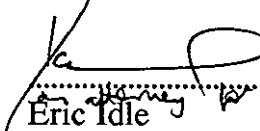
2. That the Company adopt new articles of association in the form set out in the document attached hereto and marked "A" for the purpose of identification, to the exclusion of its existing articles.

3. That the proposed contract for the purchase by the Company of the A share in the Company held jointly by Mr. Anthony David Morris and Mr. Julian Braithwaite Paul as trustees of the Estate of John Robert Tomiczek (deceased) and Mr. David John Sherlock, a copy of which is attached hereto and marked "B" for the purpose of identification, be approved.


Dated 27 November, 1997

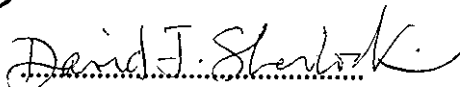

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John Cleese



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Terence Gilliam


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Eric Idle


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Terence Jones


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Michael Palin


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David Sherlock


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for Anthony David Morris and Julian Braithwaite Paul
as trustees of the Estate of John Robert Tomiczek (deceased)