

Company Number: 3113371

Companies Act 1985 to 1989

Written Resolution of

the Shareholders of



A & E Television Networks (UK) ("the Company")

We, the undersigned, being all the members for the time being of the Company entitled to receive notice and to attend and vote at general meetings of the Company hereby pass the following resolution as a written resolution of the Company in accordance with sections 381A and 381B of the Companies Act 1986. Such resolution shall for all purposes be as valid and effective as if it had been passed at a general meeting of the Company duly convened and held.

IT IS RESOLVED that:

1. in accordance with section 51 of the Companies Act 1985 the Company be converted from an unlimited company with a share capital to a company limited by shares having an authorised share capital of £2,000,000 divided into 2,000,000 shares of £1 each;
2. the memorandum of association of the Company be thereupon altered as follows:
 - (a) so that it states that the name of the Company is "A & E Television Networks (UK) Limited";
 - (b) by adding thereto the following additional clauses to be numbered 4 and 5 respectively:

"4. The liability of the members is limited.

5. The Company's share capital is £2,000,000 divided into 2,000,000 shares of £1 each;" and
3. the regulations contained in the document attached to this written resolution be approved and adopted as the new articles of association of the Company in substitution for and to the exclusion of the existing articles of association.

[Signature]
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AETN International, Inc

22 Dec 97
.....
Date

[Signature]
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A & E Television Networks International L.P

22 Dec 97
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Date