

EXHIBIT 1

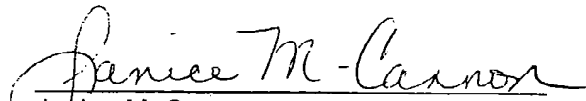
WARNER COMMUNICATIONS INC.

SECRETARIAL CERTIFICATE

I, Janice M. Cannon, an Assistant Secretary of Warner Communications Inc., a Delaware corporation duly organized and existing under the laws of the State of Delaware (the "Corporation"), do hereby certify that attached hereto as Exhibit A is a true and exact copy of resolutions adopted by the Board of Directors of the Corporation by unanimous written consent dated as of December 31, 1998, and that said resolutions have not been amended, annulled, rescinded or revoked and are in full force and effect on the date hereof.

IN WITNESS WHEREOF, I have set my hand as an Assistant Secretary of said Corporation and affixed the corporate seal as of the 5th day of March, 2002.

[Seal]


Janice M. Cannon
Assistant Secretary

SM07009

WMG-7026965

EXHIBIT A

RESOLVED, that the Corporation shall contribute all of the assets and liabilities of the Elektra Entertainment Group Division of the Corporation in existence on the date hereof to Elektra Entertainment Group Inc. ("Elektra"), a Delaware corporation, in consideration for 100% of the issued and outstanding stock of Elektra, and it is further

RESOLVED, that the officers of the Corporation be, and they hereby are, authorized in the name of and on behalf of the Corporation to take any other action, execute all such documents and do all such things that they may deem necessary or advisable to effect the transactions contemplated by the foregoing resolution, and it is further

RESOLVED, that the Secretary, or any Assistant Secretary of the Corporation be, and he or she hereby is, authorized to certify such other and formal resolutions as may be required to accomplish any or all of the foregoing.

SM07010