

THE COMPANIES ACT 1985

SPECIAL RESOLUTION

- of -

WARD HOLDINGS PLC

AT AN EXTRAORDINARY GENERAL MEETING of the Company duly convened and held on 4 October 2000 the following resolution was passed as a special resolution:

SPECIAL RESOLUTION

THAT:

- (a) the Company be re-registered as a private limited company pursuant to section 53 Companies Act 1985;
- (b) the name of the Company be changed to "Ward Holdings Limited";
- (c) effective from the date of incorporation of the Company as a private company the memorandum of association of the Company be altered as follows:
 - (i) by deleting in clause 1 the word PLC and substituting therefor the word "LIMITED";
 - (ii) by deleting clause 2 and renumbering clauses 3 to 6 as clauses 2 to 5 respectively;
- (d) effective from the date of incorporation of the Company as a private company the articles of association contained in the printed document submitted to this meeting and for the purposes of identification signed by the Chairman thereof be and are hereby adopted as the articles of association of the Company in substitution for and to the exclusion of its existing articles of association.



Chairman

