

Private & Confidential

Company Number 307397

THE COMPANIES ACT 1985

PUBLIC COMPANY LIMITED BY SHARES

SPECIAL RESOLUTIONS

OF

MENTMORE PLC

Passed 23rd June 2004

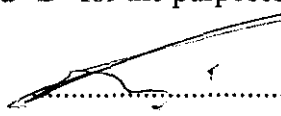
AT an Extraordinary General Meeting of the above-named Company, duly convened, and held on 23rd June 2004, the following Resolutions were duly passed as Special Resolutions:

SPECIAL RESOLUTIONS

- (1) that the Company be re-registered as a private limited company pursuant to the Companies Act 1985 with the name "Mentmore Limited";
- (2) that the Company adopt the new memorandum of association in the form attached to this special resolution marked "A" for the purposes of identification; and



- (3) that the Company adopt new articles of association in the form attached to this special resolution marked "B" for the purposes of identification.

A handwritten signature in dark ink, appearing to be "J. J. J.", written over a horizontal dotted line.

Chairman of the Meeting.