

Company Number 321085

POWER TO GRANT GUARANTEE
AND GRANT SECURITY IN SUPPORT THEREOF

THE COMPANIES ACTS 1985

SPECIAL RESOLUTION

of

CLEVERAIM LIMITED

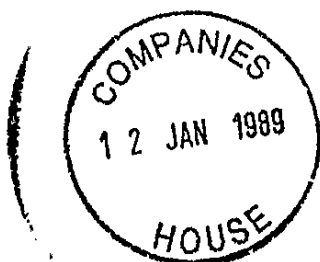
PASSED 5th October 1988

At an EXTRAORDINARY GENERAL MEETING of the Company duly convened and held at WHELMAR HOUSE, THE BEECHES, PLAS NEWTON LANE, CHESTER.

The following SPECIAL RESOLUTION was duly passed:-

"That the provisions of Clauses 3 (h) & 3 (i) of the Company's Memorandum of Association in respect of its objects be replaced by the following clause:-

"To guarantee the payment of any moneys and the performance of any contracts, liabilities, duties, obligations or engagements of any company, society association, body, firm or person, including without being the Company's holding or subsidiary company as defined by Section 736 of the Companies Act 1985 or any re-enactment thereof or a subsidiary of such holding company, or not this Company receives directly or indirectly any benefit, consideration or advantage therefrom and to secure the said payment, performance, obligations and others in such manner of way as the Company may think fit by granting any Mortgage, Charge, Floating Charge, Standard Security, Assignment, Pledge, Lien or other security upon the whole or part of the Company's undertaking, property, revenue or assets (whether present or future) including uncalled capital with powers of sale and other usual and necessary powers"



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

SECRETARY