

THE COMPANIES ACT 1985

TELLINGS-GOLDEN MILLER LIMITED

(Registered No. 689260)

COPY

resolution of the type and in the terms specified below as passed by the members of the Company named above at their Extraordinary General Meeting duly convened and held at 54 Endless Street Salisbury Wiltshire SP1 3UH on [25th] November 1992

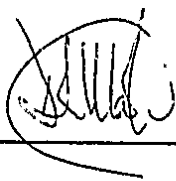
SPECIAL RESOLUTION

- 1 THAT the Articles of Association be altered by the addition of the following new Article:

" A member or members holding a majority of the voting rights for the time being in the Company shall have power from time to time to appoint any person or persons as a director or directors either as an additional director or to fill any vacancy (provided that the total number of directors shall not exceed any maximum number from time to time prescribed by or in accordance with these Articles) and to remove from office any director howsoever appointed.

- (a) Any appointment or removal shall be effected by notice in writing to the Company signed by the member or members making the same or in the case of a member being a company (a "controlling company") signed by a person so authorised by resolution of the directors of the controlling company, or the controlling company in general meeting, or by a holding company of the controlling company (as defined in s.736 Companies Act 1985).

- (b) Any such appointment or removal shall take effect when the notice effecting the same is delivered to the registered office of the Company (including delivery by post or facsimile) or to the Secretary or is produced at a meeting of the directors and any such removal shall be without prejudice to any claim which a director so removed may have under any contract between him and the Company. "



Director

Dated

25th November

1992