

**The Companies Act 1985
Company Limited by Shares**

Special Resolution

Pursuant to section 378(2) of the Companies Act 1985

Company No. 01451043

DBS Management plc

("the Company")

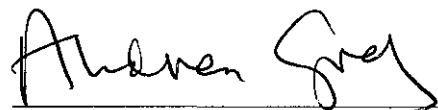
At an Extraordinary General Meeting of the members of the Company, duly convened and held at Burleigh House, Chapel Oak, Salford Priors, Evesham WR11 8SP on 7 February 2003 the following resolutions were duly passed as a special resolutions of the Company:

THAT:

- 1) the Company be registered as a private company in accordance with the provisions of section 53 of the Companies Act 1985; and
- 2) the memorandum of association of the Company be altered by:
 - a) the deletion of the existing Clause 1 and by the substitution therefor of a new Clause to be numbered 1:

"The name of the Company is DBS Management Limited"; and
 - b) the deletion of clause 2 and the re-numbering of existing Clauses 3 to 6 (inclusive) as Clauses 2 to 5 accordingly.

Signed:



Position:

Chairman

Date:

7 February 2003

