

COMPANY NO. 1873261

THE COMPANIES ACT 1965

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

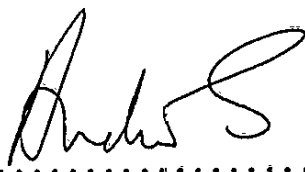
OF

SPECIALEYES PUBLIC LIMITED COMPANY

(Passed the 14th day of September 1988)

At an Extraordinary General Meeting of the Company duly convened and held on the above date the following Special Resolution was duly passed:

THAT the regulations contained in the printed document submitted to this Meeting and for the purposes of identification initialled by the Chairman be and the same are hereby approved and adopted as the Articles of Association of the Company in substitution for all the existing Articles of Association.



CHAIRMAN



COMPANY NO. 1873281

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

RESOLUTIONS

OF

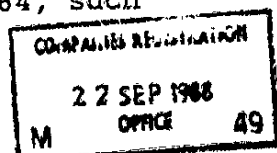
SPECIAL EYES PUBLIC LIMITED COMPANY

(Passed the 14th day of September 1988)

At an Extraordinary General Meeting of the Company duly convened and held on the above date the following Resolutions were duly passed:

ORDINARY RESOLUTIONS

1. THAT the authorised share capital of the Company be and it is hereby increased from £315,000 to £460,800 by the creation of a further 7,290,000 new Ordinary Shares of 2p each.
2. THAT the Directors be and they are hereby generally and unconditionally authorised (in substitution for all previous authorities which are hereby revoked) in accordance with Section 80 of the Companies Act 1985 to exercise all of the powers of the Company to allot relevant securities (within the meaning of Section 80(2) of the Companies Act 1985) up to an aggregate nominal amount of £217,149.64, such



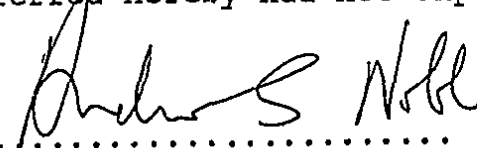
authority (unless previously revoked or varied by the Company in general meeting) to expire at the conclusion of the Annual General Meeting of the Company to be held in 1989 but so that the Directors may allot relevant securities pursuant to this authority after that date pursuant to an offer or agreement made by the Company on or before that date.

SPECIAL RESOLUTION

3. THAT the Directors be and they are hereby empowered pursuant to Section 95 of the Companies Act 1985 (in substitution for all existing authorities which are hereby revoked) to allot equity securities (as defined by Section 94 of the Companies Act 1985) for cash pursuant to the authority conferred by Resolution 2 above as if Section 89(1) of the Companies Act 1985 did not apply to such allotment provided that this power shall be limited:-

- (i) to the allotment of equity securities in connection with a rights issue in favour of the holders of equity securities in proportion (as nearly as may be reasonably practical in the circumstances having regard to fractional entitlements or legal or practical problems arising under the laws of or requirements of any regulatory body, stock exchange or similar authority in any territory) to their holdings; and
- (ii) to the allotment (otherwise than pursuant to sub-paragraph (i) above) of equity securities up to an aggregate nominal amount of £77,285;

and shall expire at the conclusion of the Annual General Meeting of the Company to be held in 1989 save that the Company may before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of such offer or agreement as if the power conferred hereby had not expired.


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CHAIRMAN