

The Companies Acts 1985 and 1989

PRIVATE COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

by

HAINSFORD LIMITED

Passed: 12 June 2000

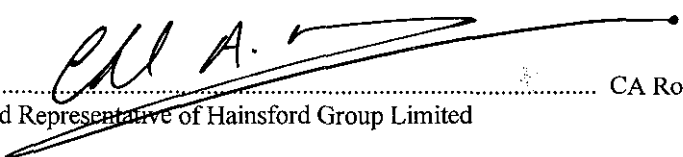


The following resolution in writing signed by the Authorised Representative of the Sole Member of the Company on the above-mentioned date pursuant to Section 381A and Schedule 15A Paragraph 2(1) of the Companies Act 1985, shall be passed as a **SPECIAL RESOLUTION** and for all purposes be as valid and effective as if the same had been passed at a general meeting of the Company duly convened and held.

RESOLUTION

That the Articles of Association of the Company be amended as follows -

- (i) Clauses 73 to 80 inclusive of Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 of the Companies Act 1985 as amended shall not apply to the Company and Article 1 shall be modified accordingly.
- (ii) By deleting Article 10 and inserting in lieu thereof the following new Article 10-
 - (a) The Directors shall not be required to retire by rotation or retire at an annual general meeting following their appointment.
 - (b) No person shall be appointed a Director at any General Meeting unless either -
 - (i) he/she is recommended by the Directors; or
 - (ii) not less than fourteen nor more than thirty-five clear days before the date appointed for the General Meeting, notice signed by a Member qualified to vote at a General Meeting has been given to the Company of the intention to propose that person for appointment, together with a notice signed by that person of his willingness to be appointed.
 - (c) Subject to (b) above, the Company may by Ordinary Resolution in General Meeting appoint any person who is willing to act to be a Director, either to fill the vacancy or as an additional Director.
 - (d) The directors may appoint a person who is willing to act to be a director, either to fill a vacancy or as an additional director.


Authorised Representative of Hainsford Group Limited

CA Rose