

17 - 03 - 98

Company No: 1948599

STAPLEFORD PARK PLC

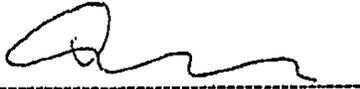
RESOLUTION of all the members of the Company passed on the 25th day of February 1998

SPECIAL RESOLUTION

IT BE AND IS HEREBY RESOLVED :

That the company be re-registered as a private company under the Companies Act 1985 by the name of Stapleford Park Limited and that its memorandum be amended accordingly as follows:

- (a) in clause 1, by the deletion of the words "Public Limited Company" and by substituting the word "Limited";
- (b) by deleting clause 2;
- (c) by renumbering clauses 3 to 6 as clauses 2 to 5 respectively.



Secretary



17 - 03 - 98

MAR 09 '98 04:14PM GUARANTY TRUST BANK

P.2

To the Directors
Stapleford Park Limited
5 Balfour Place
Mount Street
London
W1Y 5RG

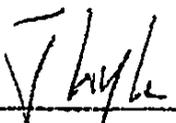
10 March 1998

Dear Sirs

We the undersigned being all of the members of the Company entitled to attend and vote at general meetings of the Company confirm our approval of the resolution dated 25 February 1998 that the Company be re-registered as a private company under the Companies Act 1985 by the name of Stapleford Park Limited.


GHILLIE LIMITED
DIRECTOR


GHILLIE LIMITED
DIRECTOR/SECRETARY


JAMES COYLE