

Company Number: 02004498

THE COMPANIES ACTS 1985 AND 1989

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTIONS

OF

CASSELL PUBLIC LIMITED COMPANY ("the Company")

Passed 30 March 2001

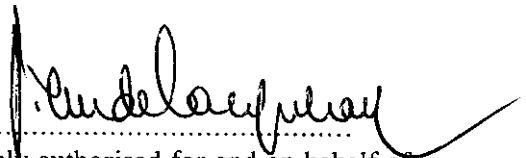
We, the undersigned, being all the members of the Company for the time being entitled to receive notice of and to attend and vote at general meetings and pursuant to the articles of association **HEREBY RESOLVE** that the following resolutions be passed and agree that the same shall have the same effect as if passed as special resolutions at a general meeting duly convened and held:-

SPECIAL RESOLUTIONS

1. **THAT** subject to and with effect from the date on which the Registrar of Companies issues an altered certificate of incorporation the name of the Company be changed to Cassell Limited.
2. **THAT** the Company be re-registered with the Registrar of Companies as a private limited company.
3. **THAT** the memorandum of association of the Company be altered as follows:-
 - 3.1 all references therein to the name of the Company shall be amended to read Cassell Limited;
 - 3.2 clause 2 shall be deleted and the existing clauses 3, 4, 5 and 6 shall be renumbered accordingly.
4. **THAT** the regulations contained in the printed document produced to the meeting and signed, for the purpose of identification, by the chairman of the meeting be adopted as the articles of association of the Company in substitution for the regulations contained or incorporated in the present articles of association of the Company.

Doc No. 1950577





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Duly authorised for and on behalf of
THE ORION PUBLISHING GROUP LIMITED