

The Companies Act 1985

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COMPANY LIMITED BY SHARES

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SPECIAL RESOLUTION

OF

BRITANNIC MONEY INVESTMENT SERVICES LIMITED

(the "Company")

(Passed 5 June 2001)



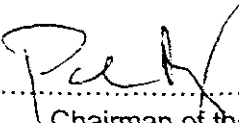
At an Extraordinary General Meeting of the Company duly convened and held on 5 June 2001 at Sir William Atkins House, Ashley Avenue, Epsom, Surrey KT18 5AS the following Resolution was duly passed as a Special Resolution:

**SPECIAL RESOLUTION**

1. That:

- (a) the authorised share capital of the Company be increased to £1002 by the creation of 2 shares of £1 each, having the rights attached to them in the Articles of Association to be adopted pursuant to paragraph (c) of this resolution;
- (b) two of the unissued shares of £1 each in the authorised share capital of the Company be re-designated as an "A" Share of £1 (the ""A" Share") and a "B" Share of £1 (the ""B" Share") respectively having the rights and restrictions set out in the new Articles of Association to be adopted pursuant to paragraph (c) of this resolution;
- (c) the regulations contained in the printed document initialled for the purposes of identification by the chairman of the meeting be approved and adopted as the Articles of Association of the Company in substitution for and to the exclusion of all the existing Articles of Association of the Company;
- (d) in accordance with section 80 of the Companies Act 1985 (the "Act"), the Directors be hereby generally and unconditionally authorised, for the period commencing on and with effect from the date of passing of this Resolution and expiring on the day before the fifth anniversary of such date, to exercise all the powers of the Company to allot relevant securities (within the meaning of that section) up to an aggregate nominal amount of £2 in the form of the "A" Share and the "B" Share; and
- (e) the Directors be generally empowered pursuant to section 95 of the Act to allot the "A" Share and the "B" Share for cash pursuant to the general authority conferred by paragraph (d) of this resolution as if section 89(1) of the Act did not apply to the

allotment, provided that the power conferred by this resolution will expire on the day before the fifth anniversary after the date of the passing of this resolution.

  
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Chairman of the Meeting