

Number of Company 2223775

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

**SPECIAL RESOLUTION OF JETSET EUROPE LIMITED**

We, the undersigned, being all the members for the time being of the above named Company entitled to receive notice of and to attend and vote at general meetings hereby pass the following resolution and agree that the said resolution shall 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:

**SPECIAL RESOLUTION**

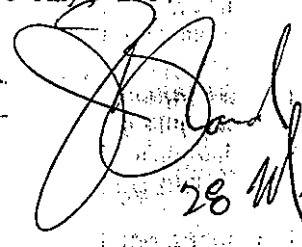
- 1 THAT the Company be reregistered as a public company limited by shares within the meaning of the Companies Act 1985.
- 2 THAT the name of the Company be changed to JETSET EUROPE PLC.
- 3 THAT the Memorandum of Association of the Company be amended:
  - (a) By deleting in Clause 1 the word 'limited' and substituting therefor the word 'plc'.
  - (b) By inserting as a new Clause 2 the words 'The Company is to be a public company'.
  - (c) By renumbering the remaining clauses of the Memorandum of Association.
- 4 THAT the attached regulations signed by the signatories to this resolution for the purposes of identification be and are hereby adopted as the Articles of Association of the Company in substitution for and to the exclusion of all the existing Articles of Association.

Signed:

  
IJ Leibler

for and on behalf of Jetset International Corporation Pty. Ltd.

Date: 28 May, 1997

  
28 May 97

