

[COPY]

special resolution(s)

J378(2)

name of company

Company Number

2242641

Avalon Management Group

Limited

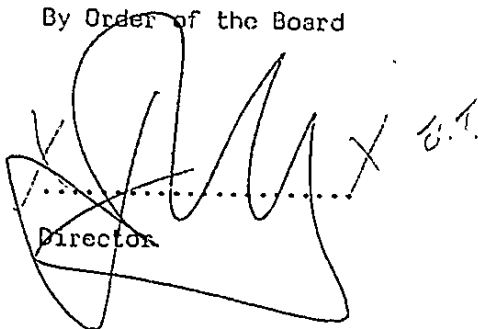
At an Extraordinary General Meeting of the members of the above-named company, duly convened and held at Brettenham House, Lancaster Place, London, WC2E 7EW

on the Fourteenth day of December 19 94

the following SPECIAL RESOLUTION(S) was/were duly passed:-

1. That the authorised Share capital of the Company be increased to £100,000 divided into 90,000 Ordinary Shares of £1 each and 10,000 Variable Rate Preference Shares of £1 each.
2. The Company's Memorandum of Association in accordance with the attached copy of this resolution be approved.
3. That the Company adopt new Articles of Association in accordance with the copy attached to this resolution.

By Order of the Board


.....
Director



SIGNED 

NOTES:

- (1) This copy Resolution may be continued on the reverse side of this form if necessary and it should be signed by the Chairman of the Meeting OR by a Director OR by the Secretary of the Company whose position should be stated under his name.
- (2) This copy Resolution is required to be filed with the registrar of companies within 15 DAYS after it has been passed and can be sent to Jordan & Sons Ltd. for that purpose.