

EULER HOLDINGS UK PLC

("the Company")

SPECIAL RESOLUTION

Passed on 21 March 2001

At an Extraordinary General Meeting of the Company, duly convened and held on 21 March 2001, the following resolution was duly passed as a Special Resolution:

THAT the Articles of Association of the Company be altered by deleting Article 3 (B) and replacing it with the following Article:

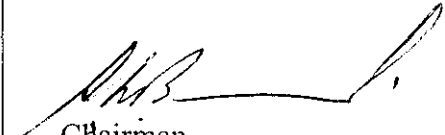
- (C) The directors have general and unconditional authority, pursuant to section 80 of the Act, to exercise all powers of the Company to allot relevant securities for a period expiring on 20 March 2006 unless previously varied or revoked by the Company in general meetings.

CERTIFIED AS A TRUE COPY



COMPANY SECRETARY

29/3/01



Chairman
21 March 2001



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COMPANIES HOUSE

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02/04/01

INITIALS