

Company No. 2521829

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

**WRITTEN RESOLUTION OF THE "A" ORDINARY SHAREHOLDERS OF
BRIGHTREASONS GROUP PLC
(the "Company")**

I, the undersigned, being the Company Secretary of the Company, certify that the following Resolution of the "A" Ordinary Shareholders has been duly passed in writing as a Resolution of the Ordinary Shareholders of the Company on 22nd July 1996.

THAT the "A" Ordinary Shareholders hereby consent and approve each and every modification and variation of the special rights and privileges attached to the "A" Ordinary Shares as is or may be effected by the passing of the Resolution to amend the Memorandum of Association of the Company and to re-register the Company as a private company as set out in the copy of the Resolution proposed to be passed by the Company and attached hereto.



Signed

R.E. Sims
Company Secretary

Dated 6-8-96