HARTCLIFFE LIMITED

(Incorporated in England and Wales No. 2582323)

At an Extraordinary General Meeting of HARTCLIFFE LIMITED held on 14 July 1997 the following resolution was duly passed as a Special Resolution:-

"THAT the regulations contained in the document submitted to this Meeting and for the purposes of identification signed by the Chairman as relative to this resolution be and are hereby approved and adopted as the new Articles of Association of the company in substitution for and to the exclusion of the existing Articles of Association of the Company."

Director/Secretary

