

Company Number: 2612105

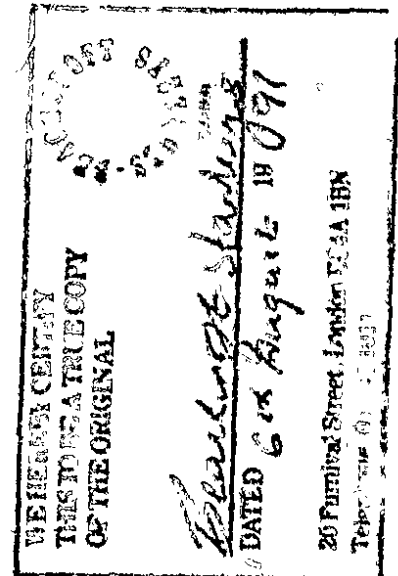
THE COMPANIES ACT 1985

PRIVATE COMPANY LIMITED BY SHARES

SPECIAL RESOLUTIONS

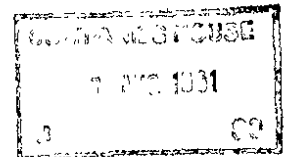
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BEALAW (299) LIMITED



We, being all the members of the Company who, at the date of these Resolutions, would be entitled to attend and vote at a general meeting of the Company, HEREBY RESOLVE THAT pursuant to Regulation 54 of the Articles of Association of the Company the following Special Resolutions be passed.

SPECIAL RESOLUTIONS



1. THAT the Memorandum of Association of the Company be amended by the deletion of Clause 3.1 and the insertion of the following new Clause 3.1:

"3.1 To carry on in all or any of their respective branches all or any of the following businesses of:

- 3.1.1 a general commercial company;
- 3.1.2 a holding company and to subscribe for, purchase, acquire, hold, manage, sell or dispose of shares, stocks, debentures, debenture stock, bonds, obligations and securities issued or guaranteed by any company constituted or carrying on business in any part of the world, and to establish, promote, subsidise, finance or otherwise

assist companies, syndicates, and partnerships of all kinds, and to guarantee the contracts or liabilities of or the payment of dividends or the performance of any obligations of, any company, syndicate, partnership or person;

3.1.3 underwriters, capitalists, company promoters;

3.1.4 dealers, manufacturers, processors, suppliers, traders and distributors of goods, wares, merchandise, commodities, produce, provisions, machinery, equipment, chemicals, minerals and materials of every kind;

3.1.5 providers of labour and services, know-how and expertise, designers, consultants, engineers, accountants, administrators, representatives, trustees, agents, executors, secretaries, clerks, managers, media agents, co-ordinators and architects, registrars, negotiators and contractors, company directors;

3.1.6 data processors, programmers, systems designers, providers of information, data and software, publishers, artists, broadcasters, computer scientists and entertainers;

3.1.7 constructors of buildings and all kinds of private or public works;

3.1.8 dealers and investors in land and properties, estate agents, surveyors, landlords, miners, farmers and horticulturists."

2. THAT the directors of the Company be generally and unconditionally authorised, pursuant to Section 80 of the Companies Act 1985, at any time or times to allot, or grant rights to subscribe for, or convert securities into, any shares of the Company to any person or persons and with, and subject to, such rights, conditions and restrictions as they may think fit but so that:

- (a) the aggregate maximum nominal amount of the shares in the Company which may be allotted pursuant to this authority is £100;
- (b) this authority shall expire on 5th August 1996 save that the directors are hereby authorised to allot any shares or grant any rights under this authority in pursuance of an offer or agreement to do so made by the Company under this authority on, or before, that date; and
- (c) Sections 89(1) and 90(1) to (6) of that Act shall not apply to any allotment made in pursuance of this authority.

DATED this 6th day of August 1991

J. Lizzi.

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for and on behalf of
CROFT NOMINEES LIMITED

[Signature]
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for and on behalf of
BEACH SECRETARIES LIMITED