SEEBOARD International Limited (the "Company")

RESOLUTION PASSED AT AN EXTRAORDINARY GENERAL MEETING HELD ON 18 JULY 2002

At an Extraordinary General Meeting of the Company duly convened and held at Forest Gate, Brighton Road, Crawley, on 18 July 2002 the following Resolution was duly passed:-

ORDINARY RESOLUTION

That the unissued 250,000 Non-Voting Redeemable Preference shares of £0.0001 each in the Company be cancelled and that, pursuant to Article 8(d) of the Companies Articles of Association and Section 121 of the Companies Act 1985, the Company's share capital be diminished accordingly.

SPECIAL RESOLUTION

That Article 2A be deleted in its entirety and replaced with:

"The share capital of the Company is £1,000,000 divided into 1,000,000 ordinary shares of £1 each.

Dated this 18th day of July 2002

M A NAGLE Company Secretary

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