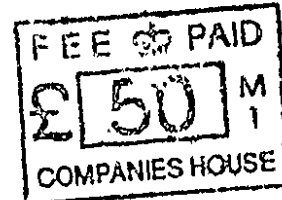


COMPANY NUMBER:2724392

THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES
SPECIAL RESOLUTION
OF
VINYLMILL
LIMITED



PASSED ON THE: 21ST DAY OF DECEMBER 1992

AT A GENERAL MEETING OF THE ABOVE NAMED COMPANY, DULY CONVENED
AND HELD AT:-

FALCON HOUSE
24 NORTH JOHN STREET
LIVERPOOL
L2 9RP

ON THE 21ST DAY OF DECEMBER 1992

THE FOLLOWING SPECIAL RESOLUTION WAS DULY PASSED:-

THAT THE COMPANY BE RE-REGISTERED AS A PUBLIC COMPANY AND THE
NAME BE CHANGED TO VANGUARD COMMUNICATIONS PLC AND THE
MEMORANDUM AND ARTICLES BE CHANGED TO READ AS SET OUT IN THE
COPY ATTACHED TO THIS RESOLUTION.

SIGNED

DIRECTOR


JOHN ALAN SUTHERLAND

DATE 21ST DECEMBER, 1992

Presented By:

Falcon Business Services Limited
Falcon House
24 North John Street
Liverpool
L2 9RP

