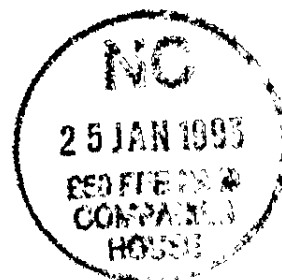


Registered No: 2775513

THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES



SPECIAL AND ORDINARY RESOLUTIONS

of

DIALMODE (107) LIMITED

passed on 14th January, 1993

AT AN EXTRAORDINARY GENERAL MEETING OF THE MEMBERS OF THE ABOVE-NAMED COMPANY HELD AT 19 MONTPELIER AVENUE, BEXLEY, KENT DA5 3AP ON 14TH JANUARY, 1993 THE FOLLOWING RESOLUTIONS WERE PASSED:-

SPECIAL RESOLUTION

1. THAT the name of the Company be changed to that of KSA Development Limited.
2. THAT the Memorandum of Association of the Company be amended by the adoption of the following new Clause in substitution for the existing Clause 3(a):-

"To provide property investment and administration and to carry on the business of a general commercial company and to carry on any trade or business whatsoever."

3. THAT the regulations contained in the document submitted to the Meeting and for the purpose of identification signed by the Chairman thereof be approved and adopted as the Articles of Association of the Company in substitution for and to the exclusion of the existing Articles of Association thereof

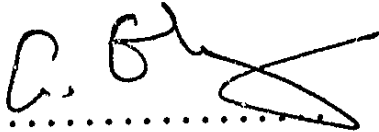
ORDINARY RESOLUTION

4. THAT, subject to the provisions of Section 80 of the Companies Act 1985, the directors be unconditionally authorised at any time or times during the period of five years from the date of the Extraordinary General Meeting duly convened by this notice :-

- (a) to allot shares in the capital of the company up to the amount of the authorised but unissued share capital of the Company; and

- (b) to make at any time before the expiry of the foregoing authority any offer or agreement which would or might require shares to be allotted after the expiry of such authority

AND THAT, subject to the said Section 80, the authority hereby given may be renewed, revoked or varied by the Company at any time during such period by Ordinary Resolution.



.....
Chairman

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

No. 2775513

I hereby certify that

DIALMODE (107) LIMITED

having by special resolution changed its name,
is now incorporated under the name of

KSA DEVELOPMENT LIMITED

Given under my hand at the Companies Registration Office,
Cardiff the 29 JANUARY 1993

F. A. Joseph
F. A. JOSEPH

an authorised officer