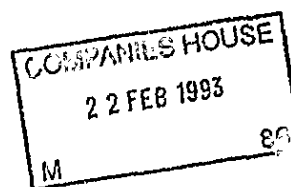


Company No: 2779223



**SPECIAL  
RESOLUTIONS**

The Companies Act 1985  
Private Company Limited  
by Shares

of CALTEXT LIMITED

At an Extraordinary General Meeting of the above-named Company duly convened and held at 140 Tabernacle Street, London EC2A 4SD on 14th January 1993 the subjoined **SPECIAL RESOLUTIONS** were duly passed viz:-

**RESOLUTIONS**

1. That the Memorandum of Association be amended by the deletion of the existing Clause 3 and the adoption of a new Clause 3, as set out in the printed document attached;
2. That 1000 shares of £1 each in the Capital of the Company including the Shares subscribed for by Hallmark Registrars Limited and Hallmark Secretaries Limited be and are hereby designated 'A' shares.
3. That the Share Capital of the Company be increased from £1,000 to £1,100 by the creation of 10,000 'B' Shares of 1 pence each. The rights and conditions attached to each class of Shares are as expressed in the new Articles of Association as attached.
4. That the Articles of Association, as set out in the printed document attached, be adopted in substitution for, and to the exclusion of all the existing Articles of Association.

Signed.....

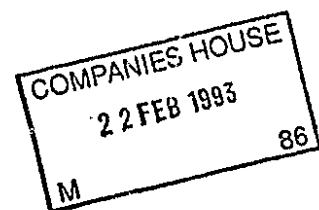
I. POTTER  
HALLMARK REGISTRARS LIMITED

**HALLMARK  
COMPANY  
SERVICES  
LIMITED**  
140 Tabernacle Street  
London EC2A 4SD  
Telephone: 01-253 0800  
Fax: 01-251 0602  
Dx: 33869 Finsbury Square

3. The objects for which the Company is established are :-

(1) to carry on the business of an investment and property company in all its branches and for that purpose :-

(i) To acquire by way of purchase, subscription, exchange or otherwise, and hold by way of investment, shares, stocks, securities or obligations issued or guaranteed by any company or trust constituted or carrying on business in any part of the world or by any government, state, dominion, colony, public body or authority, federal, state, municipal, local or otherwise, and any other choses in action or movable property of any description and



(ii) To acquire by purchase, lease, exchange or otherwise and hold for investment land, buildings, and immovable property of any tenure or description in any part of the world and any right over or connected with land and any estate or interest therein

And so that for the purpose of carrying on such business as an investment and property company as aforesaid the Company shall have the powers following :-

(a) To pay for any investments or other property acquired by the Company either in cash or by the issue, credited as wholly or partly paid up, of any shares securities or obligations which the Company has power to issue, or partly in one way and partly in another, or in any other manner, and generally on such terms as the Company may determine.

(b) To manage any such investments and property so acquired and to collect and receive the income arising therefrom.

(c) To grant or agree to grant leases, underleases, tenancies and licences in respect of any land, buildings or other immovable property so acquired, and to create ground rents thereout.

(d) To improve or enhance the capital value of any land, buildings or other immovable property so acquired by constructing, reconstructing, pulling down, altering, adding to, enlarging, decorating, furnishing, fitting up and maintaining the same or letting the same on building lease or building agreement and by advancing money to and entering into contracts and arrangements of all kinds with builders, tenants and others.

(e) To sell, realise, vary and transpose any investments or property for the time being of the Company as may be deemed expedient and for such consideration as may be thought fit (including without prejudice to the generality of the foregoing the issue or transfer to the Company of any shares, stocks, securities or obligations, whether fully or partly paid up, of any other body corporate) and generally on such terms as the Company may determine.

(f) To borrow and raise money and to secure or discharge any debt or obligation of or binding on the Company in such manner as may be thought fit and in particular by mortgages and charges upon the undertaking and all or any of the property and assets (present and

future) and the uncalled capital of the Company, or by the creation and issue on such terms and conditions as may be thought expedient of debentures, debenture stock or other securities of any description and so that the Company shall have power to become a member of any building society.

(g) To issue and deposit any securities which the Company has power to issue by way of mortgage to secure any sum less than the nominal amount of such securities, and also by way of security for the performance of any contracts or obligations of the Company or of any company or other person or corporation having dealings with the Company, or in whose businesses or undertakings the Company is interested, whether directly or indirectly.

(h) To receive money on deposit or loan upon such terms as the Company may approve, and to guarantee the obligations and contracts of any company or person as the Company shall think fit.

(i) To make advances to any company or person with or without security, and either with or without interest, and upon such terms as the Company may approve.

(j) To draw, make, accept, endorse, negotiate, discount and execute promissory notes, bills of exchange and other negotiable instruments.

(k) To grant pensions, allowances, gratuities and bonuses to officers, ex-officers, employees or ex-employees of the Company or its predecessors in business or the dependents or connections of such persons, to establish and maintain or concur in establishing and maintaining trusts, funds or schemes (whether contributory or non-contributory) with a view to providing pensions or other benefits for any such persons as aforesaid, their dependents or connections, and to support, subscribe or guarantee money to any trade society or for any charitable, benevolent, educational, scientific or religious object or for any public, general or useful object, the support of which may, in the opinion of the Directors, be calculated directly or indirectly to benefit the Company or its employees, and to institute and maintain any club or other establishment or profit-sharing scheme calculated to advance the interests of the Company or its officers or employees.

(l) To negotiate and act as agents for or in relation to the issue of, and to place and underwrite and facilitate and encourage the creation, issue or conversion of shares, stock, debentures, debenture stock, annuities, bonds, obligations and securities, and to act as trustees in connection with any obligations or securities, and to take part in the management of or in the conversion of business concerns and undertakings, and to advance moneys, securities and property on such terms as may seem expedient.

(m) To take part in the formation, management, supervision or control of the business or operations of any company or undertaking, and for that purpose to appoint and remunerate any Directors, accountants or other experts or agents, and to act as agents for and to manage, supervise or control the business, property or operations of any person, company or undertaking, or any property in which the Company may be interested.

(n) To enter into any partnership or joint-purse arrangement or arrangement for sharing profits, union of interests or co-operation with any company, firm or person carrying on or proposing to carry on any business within the objects of this Company, and to acquire and hold, sell, vary, transpose or dispose of shares, stock or securities of any such company, and to guarantee the contracts or liabilities of, or the payment of the dividends, interest or capital of any shares, stock or securities of and to subsidise or otherwise assist any such company.

(o) To establish or promote or concur in establishing or promoting any other company whose objects shall include the acquisition and taking over of all or any of the assets and liabilities of this Company or the promotion of which shall be in any manner calculated to advance directly or indirectly the objects or interests of this Company, and to acquire and hold or dispose of shares, stock or securities of and guarantee the payment of the dividends, interest or capital of any shares, stock or securities issued by or any other obligations of any such company.

(p) To amalgamate with any other company whose objects are or include objects similar to those of this Company, whether by sale or purchase (for fully or partly paid-up shares or otherwise) of the undertaking, subject to the liabilities of this or any such other company as

aforesaid, with or without winding up, or by sale or purchase (for fully or partly paid-up shares or otherwise) of all or a controlling interest in the shares or stock of this or any such other company as aforesaid, or by partnership, or any arrangement of the nature of partnership, or in any other manner.

(q) To distribute among the members in specie any property of the Company, or any proceeds of sale or disposal of any property of the Company, but so that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being required by law.

(r) To do all or any of the above things in any part of the world, and either as principals, agents, trustees, contractors or otherwise, and either alone or in conjunction with others, and either by or through agents, trustees, sub-contractors or otherwise.

(s) To do all such other things as are incidental or conducive to the above objects or any of them.

(2) As a separate and independent object to guarantee, support or secure, whether by personal covenant or by mortgaging or charging all or any part of the undertaking, property and assets (present and future) and uncalled capital of the Company, or by both such methods, the performance of the obligations of and the repayment or payment of the principal amounts of and premiums, interest and dividends on any shares, debentures or other securities of any person, firm or company, including (without prejudice to the generality of the foregoing) any company which is for the time being a subsidiary or a holding company of the Company or a subsidiary of any such holding company or otherwise associated with the Company in business, and so that for this purpose the expressions "holding company" and "subsidiary" shall have the meanings assigned to them by the Companies Act 1985 or any statutory modification or re-enactment thereof for the time being in force. And it is hereby declared that the word "company" in this clause, except where used in reference to this Company, shall be deemed to include any partnership or other body of persons, whether corporate or unincorporate, and whether domiciled in the United Kingdom or elsewhere.

4. The liability of the Members is limited.