

EMAP FLEXIPLAN TRUSTEES LIMITED

(Registered Number 2946750)

THE COMPANIES ACT, 1985

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

of

EMAP FLEXIPLAN TRUSTEES LIMITED

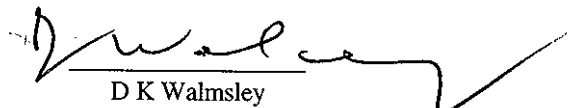
At an Extraordinary General Meeting of the above named Company duly convened and held on 10th November 1995 the following Resolution was duly passed as a Special Resolution of the Company.

SPECIAL RESOLUTION

THAT the Articles of Association of the Company be and they are hereby amended by the substitution of a new Article 5 in the following terms:

Initial authority to issue relevant securities

5. Subject to any direction to the contrary which may be given by the company in general meeting, the directors are unconditionally authorised to exercise all powers of the company to allot relevant securities. The maximum nominal amount of relevant securities that may be allotted under this authority shall be the nominal amount of the unissued share capital at the date of adoption of these articles or such other amount as may from time to time be authorised by the company in general meeting. The authority conferred on the directors by this article shall remain in force for an indefinite period from the date of adoption of these articles but may be revoked varied or renewed from time to time by the company in general meeting in accordance with the Act.


D K Walmsley
Secretary

