

Company Number 2966483

THE COMPANIES ACT 1985
(As amended)

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION OF

MAINREVIEW LIMITED

Passed on 24th August 1995

At an Extraordinary General Meeting of Mainreview Limited, duly convened and held at Provident House, 24-27 Essex Street, London WC2R 3AX on 24th August 1995, the following Resolution was duly passed as a SPECIAL RESOLUTION:-

SPECIAL RESOLUTION

(i) Increase in Authorised Share Capital of the Company

"THAT the authorised share capital of the Company be increased from £1,000 to £2,550 by the creation of 751 "A" Ordinary shares of £1 each and 799 10% Cumulative Preference Shares of £1 each, having attached thereto the rights and privileges and being subject to the restrictions and conditions contained in the Articles of Association of the Company to be adopted pursuant to paragraph (iii) of this Resolution ."

(ii) Authority to Allot Shares in accordance with S80 Companies Act 1985

"THAT the directors be and they are hereby and unconditionally authorised pursuant to S80 of the Companies Act 1985 to exercise any power of the Company to allot and grant rights to subscribe for or to convert securities into shares of the Company up to a maximum nominal amount equal to the nominal amount of the authorised but unissued share capital at the date of the passing of this resolution. Provided that the authority hereby given shall expire five years after the passing of this resolution unless previously renewed or varied save that the directors may, notwithstanding such expiry, allot any shares or grant any such rights under this authority in pursuance of an offer or agreement so to do made by the Company before the expiry of this authority."



(iii) Adoption of New Articles of Association

"THAT the regulations contained in the document marked "A" produced to the meeting and signed by the Chairman thereof for the purposes of identification be and the same are hereby adopted as the Articles of Association of the Company in substitution for, and to the entire exclusion of, the existing Articles of Association of the Company."


.....
Secretary