Company Number: 2982126

THE COMPANIES ACT 1985 & 1989

PRIVATE COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION OF INHOCO 367 LIMITED

At an Extraordinary General Meeting of the above named Company duly convened and held at Dennis House, Marsden Street, Manchester on the Moday of Colonia 1994 the following resolutions were duly passed as Ordinary Resolutions:-

ORDINARY RESOLUTIONS

- THAT the share capital of the Company be increased from £1,000 to £1,000,000 1. by the creation of 999,000 Ordinary Shares of £1 each ranking pari passu in all respects with the existing Ordinary Shares of £1 each in the capital of the Company.
- THAT the directors be generally and unconditionally authorised to allot shares 2. in the capital of the Company and to grant rights to subscribe for or convert securities into shares up to a maximum aggregate nominal amount equal to £1,000,000 at any time within five years from the date of passing this resolution to such persons in such proportions upon such terms (except at a discount) with such rights and restrictions, including but without limit as to differentiation between members of calls, and in such manner as the directors may decide.

(Authorised signatory of Pall Mall Nominees Limited)

Pall Mall Nominees Limited is the Secretary of the Company)

Dated:



COMPANIES HOUSE 25/10/94