

Company No. 3091562

THE COMPANIES ACT 1985



COMPANY LIMITED BY SHARES

SPECIAL RESOLUTIONS  
OF  
OFFERCOVER LIMITED

Passed on 21 November 1995

At an Extraordinary General Meeting, duly convened and held at <sup>20</sup>Old Bailey  
London EC4 on 21 November 1995, the following Resolutions  
were passed as Ordinary Resolutions or Special Resolutions as set out below:

Ordinary Resolutions

- 1 That the Directors be generally and unconditionally authorised to allot relevant securities in accordance with Section 80 of the Companies Act 1985 up to a maximum and nominal amount of £1,000 such authority to expire ~~five~~ years from the date of passing of this Resolution.

Special Resolutions

- 2 That the Directors be hereby authorised and empowered pursuant to Section 95 of the Companies Act 1985 to allot equity securities pursuant to the authority contained in Resolution 1 above as if Section 89(1) of the Companies Act 1985 did not apply to the allotment of any such securities.
- 3 That the Memorandum of Association of the Company be amended by the deletion of the existing clause 3(a) and substituting the following:  
"(a) to carry on business as a general commercial company."
- 4 That the name of the Company be changed to Innisfree SLP Limited.



BB 201721  
C/A to  
same 207

BY ORDER OF THE BOARD

[     ]

DIRECTOR

Dated 21 November 1995

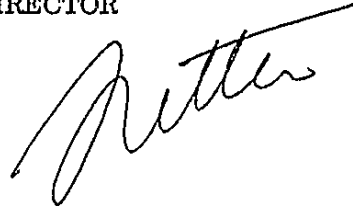
Registered in England

No. 3091562

Registered Office:

15 Park Place Villas

London W2 1SP

A handwritten signature in dark ink, appearing to read 'Rutter', is written over the word 'DIRECTOR'.

NOTE: A member entitled to attend is entitled to appoint a proxy to attend and, on a poll, vote in his stead. A proxy need not be a member of the Company.