

SPEED 5339 LIMITED

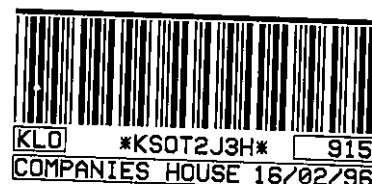
(Company No. 3148791)

At an Extraordinary General Meeting of Speed 5339 Limited (the "Company") held on 2 February 1996 the following resolution was passed as a special resolution:

SPECIAL RESOLUTION

THAT:

- (a) each of the ordinary shares of £1 each in the capital of the Company be divided into 1,000 ordinary shares of 0.1p each ("Ordinary Shares");
- (b) the authorised share capital of the Company be increased from £1,000 to £20,000 by the creation of 19,000,000 Ordinary Shares;
- (c) the Directors of the Company be generally and unconditionally authorised, pursuant to Section 80 of the Companies Act 1985 at any time or times to allot, or grant rights to subscribe for, or convert securities into any shares of the Company to any person or persons with, and subject to, such rights, conditions and restrictions as they may think fit but so that:-
 - (i) the aggregate maximum nominal amount of shares in the Company which may be allotted pursuant to this authority is £19,000;
 - (ii) this authority shall expire on 1 February 2001 save that the Directors are hereby authorised to allot any shares or grant any rights under this authority in pursuance of an offer or agreement to do so made by the Company under this authority on or before that date;
 - (iii) Sections 89(1) and 90(1) to (6) of the Act shall not apply to any allotment made in pursuance of this authority; and



- (d) the Memorandum of Association of the Company be amended by the deletion of Clause 5 thereof and the substitution therefor of the following:-

"5. The share capital of the Company is £20,000 divided into 20,000,000 ordinary shares of 0.1p each."



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CHAIRMAN