

FLEXTech HOMESHOPPING LIMITED
(Incorporated in England and Wales No. 3156792)

At an Extraordinary General Meeting of **FLEXTech HOMESHOPPING LIMITED** held on 13 August 1998 the following resolution was duly passed as a Special Resolution:-

SPECIAL RESOLUTION

THAT:-

- (1) Each of the existing issued ordinary shares of £1 each in the capital of the Company be and is hereby redesignated two A Ordinary Shares of £1 each having the rights and being subject to the restrictions specified in the new Articles of Association proposed to be adopted, a draft of which is produced to the Meeting.
- (2) Each of the 998 existing authorised but unissued ordinary shares of £1 each be and is hereby redesignated A Ordinary Shares of £1 each having the rights and being subject to the restrictions specified in the new Articles of Association proposed to be adopted, a draft of which is produced to the Meeting.
- (3) The authorised share capital of the Company be and is hereby increased to the sum of £566,610 by the creation of 452,288 A Ordinary Shares of £1 each and 113,322 B Ordinary Shares of £1 each, said A Ordinary Shares and B Ordinary Shares having the rights and being subject to the restrictions specified in the new Articles of Association proposed to be adopted, a draft of which is produced to the Meeting.
- (4) The regulations in the form produced to the Meeting and initialled by the Chairman for the purposes of identification be and they are hereby adopted in place of and in substitution for the existing Articles of Association.
- (5) The provisions of the Memorandum of Association of the Company with respect to its objects be and are hereby altered by deleting paragraph (a) of Clause 3.1 of such Memorandum and by substituting therefor the following new paragraph:-
 - (a) (i) To carry on throughout the world the businesses of exporters, importers, manufacturers, agents, brokers, general merchants and dealers, both wholesale and retail in commodities of every description and all commercial goods, manufactured goods and all goods for personal and household use and consumption, ornament, recreation and amusement, and generally in all raw materials, manufactured goods, materials, provisions and general produce, (all hereinafter referred to as "products") and also the business of mail order specialists, storage contractors, wharfingers, carriers, shipping and forwarding agents, warehousemen and store-keepers; to create, establish, build up, and maintain an organisation for the marketing, selling,



retailing, servicing, advertisement, distribution or introduction of the products or services rendered by the Company; to open and establish shops, stalls, stores, markets and depots for the sale, collection and distribution of the products dealt in by the Company; and to carry on any other business which is calculated directly or indirectly to enhance the value of any of the Company's business, property, rights or assets; and to carry on the aforesaid businesses, either together as a single business or as separate and distinct businesses in any part of the world.

- (ii) To carry on the business of exploring and developing on a global basis the sale of products via pre-recorded infomercials using over-the-air broadcasts, cable, satellite and radio distribution; and engaging in short form direct response promotions and the sale of products and product line extensions through catalogue, print, computer, telephone and retail sales.
- (iii) To carry on the business of financial consultants, financiers and industrial bankers, capitalists, financial agents and advisors for commodities, goods, wares, vehicles, apparatus, machinery and articles of every description and in connection therewith or otherwise to loan and advance money to and to purchase accounts on behalf of such persons, firms or companies, concerned in any way whatever in the sale or purchase in manner aforesaid of the beforementioned articles or goods; to carry on the business of financing transactions and guaranteeing or giving security for the payment of money or the performance of any obligation or undertaking; to carry on the business of financiers, financial agents and bill discounters.

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Director