

THE COMPANIES ACTS 1985
COMPANY LIMITED BY SHARES
CLASSBOSS LIMITED

At an Extraordinary General Meeting of the Company held at Broadwalk House, 5 Appold Street, London EC2A 2HA on 24th May 1996 at 6.32 a.m./p.m. the following Resolutions were passed as to which Resolution 1 was passed as an Ordinary Resolution and Resolutions 2 to 4 were passed as Special Resolutions.

ORDINARY RESOLUTION

1. THAT the Directors be and they are hereby generally and unconditionally authorised, in accordance with Section 80 of the Companies Act 1985, to exercise all the powers of the Company to allot relevant securities (as defined in sub-section (2) of the said Section 80) of the Company up to an aggregate nominal amount of £1,000 provided that this authority shall expire five years from the date of this Resolution save that the Company may before such expiry make an offer or agreement which would or might require relevant securities to be allotted after such expiry and the Directors may allot relevant securities in pursuance of such an offer or agreement as if the authority conferred hereby had not expired. This authority shall supersede all previous authorities conferred upon the Directors pursuant to the said Section 80, which authorities are hereby revoked.

SPECIAL RESOLUTIONS

2. THAT each of the ordinary shares of £1 each in the capital of the Company be sub-divided into 100 ordinary shares of 1p each ("Ordinary Shares")
3. THAT the Memorandum of Association of the Company be amended by the deletion of Clause 5 thereof and the substitution thereof of the following:-

"the share capital of the Company is £1,000 divided into 100,000 Ordinary Shares of 1p each"
4. THAT subject to the passing of Resolution 1, the Directors be and they are hereby empowered pursuant to Section 95 of the Companies Act 1985 to allot equity securities (within the meaning of sub-section (2) of Section 94 of the said Act) for cash pursuant to the authority conferred by Resolution 1 above as if sub-section (1) of Section 89 of the Companies Act 1985 did not apply to such allotment, provided that this authority shall expire five years from the date of this Resolution save that the Company may before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in



pursuance of such an offer or agreement as if the power conferred hereby had not expired.

DATED 24th May 1996

BY ORDER OF THE BOARD


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CHAIRMAN

PRESENTED BY:- Ashurst Morris Crisp
Broadwalk House
5 Appold Street
London EC2A 2HA

Tel: 0171 638 1111
Fax: 0171 972 7990

Ref: SWL/V18200092