

The Companies Acts 1985

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

COMPANY NUMBER 3224488

COMPANY NAME: QUALITYSTART LIMITED

Passed the 14th day of August 1996

At an Extraordinary General Meeting of the members of the above named company, duly convened and held at:

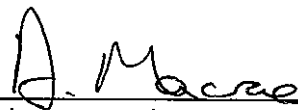
The Morrell Business Centre, 98 curtain Road, London EC2A 3AA

on the 14th day of August 1996

The following Special Resolution was duly passed:

"That clause 3a of the Memorandum of Association, a copy whereof is produced, and which has, for the purposes of identification, been signed by the Secretary of the Company, be approved and adopted by the Company in substitution of the existing clause 3a of the Memorandum of Association of the Company".

Signature;


~~Chairman, Director, Secretary or Officer of the~~
Company.*

* Please delete as appropriate

NB. The copy Resolution must be filed with the Registrar of Companies within 15 days after the passing of the Resolution.



QUALITYSTART LIMITED

Company Number:3224488

3. The objects for which the Company is established are:-

(a) To carry on the business of a holding company in all its branches, to co-ordinate the policy and administration of any companies, corporations or undertakings in which this Company is a member or participant or which are controlled by or associated with this Company in any manner, to assist financially, subsidise or enter into subvention agreement with any such companies, corporations or undertakings and to provide for them administrative, executive, managerial, secretarial and accountancy services or staff office accommodation or social or welfare services and facilities, to act as secretaries, directors, registrars, managers and agents thereof and to do anything which will or any promote the efficiency and profitability of the business carried on by such companies, corporations or undertakings. To acquire by purchase, exchange, subscription or in any other manner to invest any moneys belonging to the Company in and to hold the whole or any part of the shares, stocks, debentures, debenture or loan stocks, bonds, scrip notes, options, mortgages, charges, obligations or other securities or interest of any kind or description in or issues or guaranteed by any company, corporation or undertaking of whatever nature and wherever constituted or carrying on business, whether or not the same are fully paid and to guarantee the subscription thereof and to exercise and enforce all rights and powers conferred thereof incidental to the ownership thereof and to sell, transfer or otherwise dispose thereof, from time to time as may be considered expedient.

Company Secretary



Dated 14-8-96