

Company Number 3241871



~~The Companies Act 1985~~

~~SPECIAL RESOLUTION~~

OF SUNLAZER LIMITED

Passed 09 September 1996

Pursuant to Article 53 of Table A Companies Act 1985, the following Resolutions signed by all the Members for the time being entitled to receive Notice and to attend and vote at General Meetings shall be as valid and effective as if the Resolutions had been passed at a General Meeting of the Company duly convened and held.

RESOLUTIONS

THAT the name of the Company be changed to SBS Group (Holdings) Limited

THAT the 1,000 shares of £1 each in the capital of the company be subdivided into 5,000 shares of 20p each.

THAT the authorised Share Capital of the Company be and is hereby increased to £1,000,000 by the creation of 4,995,000 additional Ordinary Shares of 20p each, to rank pari passu for all purposes with the existing authorised share capital of the Company.


THAT with effect from the time of passing of this Resolution the Directors be and are unconditionally authorised, pursuant to Section 80 of the Companies Act 1985, to allot all or any of the unissued Shares in the authorised Share Capital of the Company including additional Share Capital created by the Resolution passed earlier this day, at any time or times during the period of five years from the date hereof.

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SUNLAZER LIMITED

THAT the regulations contained in the printed document marked 'A' submitted to this meeting and for the purpose of identification, signed by the chairman hereof be approved and adopted as the memorandum of association of the company in substitution for and to the exclusion of the existing memorandum of association".

THAT the regulations contained in the printed document marked 'B' submitted to this meeting and for the purpose of identification, signed by the chairman hereof be approved and adopted as the articles of association of the company in substitution for and to the exclusion of all the existing articles thereof".

Signature.....
For and on behalf of Eden Corporate Services Limited
Chairman