

09-01-97

No. 3242847

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

RESOLUTIONS

- of -

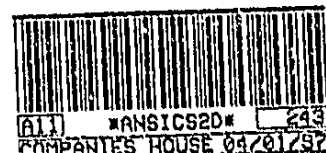
EARLYWEIGH LIMITED

(PASSED 2 JANUARY 1997)

At an Extraordinary General Meeting of the above-named Company duly convened and held at 1 Gresham Street, London EC2V 7BU on 2 January 1997 the following resolutions were duly passed in the case of resolutions 1 and 2 as ordinary resolutions and in the case of resolution 3 as a special resolution:-

ORDINARY RESOLUTIONS

1. THAT the authorised share capital of the Company be and is hereby increased from £1,000 to £9,001,000 by the creation of 9,000,000 Cumulative Redeemable Preference Shares of £1 each, each such Share having the rights set out in the Articles of Association of the Company to be adopted pursuant to the resolution numbered 3 below.



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- 2 -

2. THAT for the purposes of Section 80 of the Companies Act 1985 (and so that expressions used in this Resolution shall bear the same meanings as in the said Section 80) the Directors be and are hereby generally and unconditionally authorised to allot up to 9,000,000 Cumulative Redeemable Preference Shares of £1 each in the Company to such persons and at such times and on such terms as they think proper during the period expiring at the end of five years from the date of the passing of this Resolution and at any time thereafter pursuant to an offer or agreement made by the Company before the expiry of this authority which would or might require Cumulative Redeemable Preference Shares to be allotted after such expiry so that all previous authorities of the Directors pursuant to the said Section 80 be and they are hereby revoked.

SPECIAL RESOLUTION

3. THAT the regulations contained in the document produced to the meeting and for the purpose of identification signed by the Chairman thereof be and are hereby adopted as the Articles of Association of the Company to the exclusion of and in substitution for all the existing Articles of Association.

C. L. Black
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Director