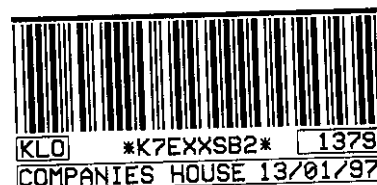


THE COMPANIES ACTS 1985 TO 1989

COMPANY NUMBER 3288076

SPECIAL RESOLUTION OF

HILLGUARD ASSOCIATES LIMITED



We, the undersigned, COMPANY DIRECTORS LIMITED and TEMPLE SECRETARIES LIMITED, being all the Members for the time being of the Company entitled to receive notice of and to attend and vote at General Meetings HEREBY PASS the following resolutions as Special Resolutions and agree that the said resolutions shall, pursuant to Clause 53 in Table A (which Clause is embodied in the Articles of Association of the Company) or pursuant to any applicable rule of law, for all purposes be as valid and effective as if the same had been passed at a General Meeting of the Company duly convened and held.

It is resolved:

1. THAT the authorised share capital of the Company be increased from £1000 to £10,000 by the creation of 9,000 Ordinary shares of £1 each ranking in all respects pari passu with the existing shares in the capital of the company.
2. THAT the Directors be and they are hereby generally and unconditionally authorised pursuant to Section 80 of the Companies Act 1985 to exercise any power of the Company to allot and grant rights to subscribe for or to convert securities into shares of the Company up to a maximum nominal amount equal to the nominal amount of the authorised but unissued share capital at the date of the passing of this resolution. Provided that the Authority hereby given shall expire five years after the date of the passing of this resolution unless previously renewed or varied save that the Directors may, notwithstanding such expiry, allot any shares or grant any such rights under this authority in pursuance of an offer or agreement so to do made by the Company before the expiry of this authority.

Dated this 05 / 12 / 96

Signed

(Authorised Signatory Of Company Directors Limited)

Signed

(Authorised Signatory of Temple Secretaries Limited)