

Company No : 3366370

THE COMPANIES ACTS 1985 TO 1989

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

(Pursuant to the Companies Act, 1985,
sections 121 and 378)

of

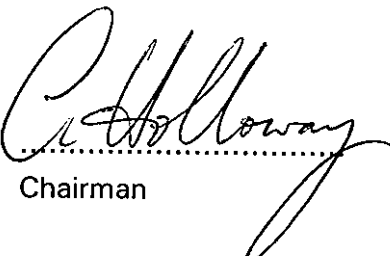
VOM 97106 LIMITED

(Passed on September 8, 1997)

At an Extraordinary General Meeting duly convened and held at 13 Police Street,
Manchester M2 7WA on September 8, 1997 the following Resolutions was duly
passed as a Special Resolution:-

SPECIAL RESOLUTION

THAT the authorised share capital of the Company be increased from £100
(One Hundred pounds) to £360 (Three Hundred and Sixty pounds) and
that the Memorandum and Articles of Association be amended accordingly
so that the Share Capital of the Company is £360 divided into 36 ordinary
shares of £10 each and with such rights as are designated by the Articles
of Association.


Chairman

