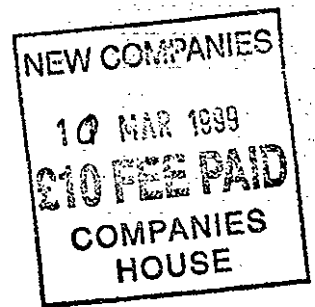


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CON 17/3/99

No of Company: 3472331



THE COMPANIES ACT 1985  
COMPANY LIMITED BY SHARES  
RESOLUTIONS

- of -

PRECIS (1610) LIMITED

(passed on Friday, 5th March 1999)

At an Extraordinary General Meeting of the Company held at Exchange House, Primrose Street, London EC2A 2HS on Friday, 5th March 1999 the following resolutions were duly passed by the Company :-

SPECIAL RESOLUTIONS

1. THAT the name of the Company be changed to ~~Exchange House Primrose Secretarial Services~~ Limited.

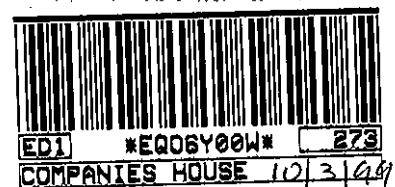
- THIS RESOLUTION PROCESSED SEPARATELY -

2. THAT Clause 3 of the Memorandum of Association of the Company be amended by deleting the existing sub-clause 3(1) thereof and substituting therefor the following new sub clause 3(1) :-

"3(1) To act as agents, company secretaries, company registrars, and advertising agents for any company, corporation, partnership, person or persons; and to undertake the office of and act as director, secretary or other officer, trustee, executor, administrator, manager, agent or attorney of or for any person or persons, company, corporation, government, state, colony, province, dominion, sovereign or authority and generally to undertake, perform and discharge any trusts or trust agency business and any office of confidence; to provide administrative, clerical, secretarial and other services for legal, accountancy, financial, administrative and other undertakings and to provide office and other accommodation, clerical and administrative personnel and general services and to supply office and clerical equipment; and to carry on any other trade or business which can in the opinion of the board of directors be conveniently or advantageously carried on in connection with or ancillary to all or any of the above businesses or which is calculated directly or indirectly to enhance the value of any of the Company's business, property, rights or assets."

3. THAT the Articles of Association of the Company be amended as follows :-

- (i) so as to exclude Regulation 62 of Table A;
- (ii) by the addition of a new Article 6 which i



"6. The instrument appointing a proxy and (if required by the directors) any authority under which it is executed or a copy of the authority, certified notarially or in some other manner approved by the directors, shall be deposited at the office (or at such other place or delivered to such person as may be specified or agreed by the directors) at or before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to act or, in case of a poll taken subsequently to the date of the meeting or adjourned meeting, at or before the time appointed for the taking of the poll, and an instrument of proxy which is not so deposited or delivered shall be invalid."

(iii) by the renumbering of all the Articles presently numbered from 6 to 14 as 7 to 15 respectively; and

(iv) by substituting for the words "under Article 6 or 8" in the newly numbered Article 10 the words "under Article 7 or 9".

4. THAT the Company, having been dormant since incorporation, resolves to make itself exempt from the provisions of Part VII of the Companies Act 1985 relating to the audit of accounts and from the obligation to appoint auditors.

#### ELECTIVE RESOLUTIONS

5. THAT pursuant to the provisions of Section 252, Companies Act 1985, the Company dispenses with the laying of accounts and reports before the Company in general meeting.

6. THAT pursuant to the provisions of Section 366A, Companies Act 1985, the Company dispenses with the holding of annual general meetings.

  
.....  
DIRECTOR