

No. 3480229

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

OF

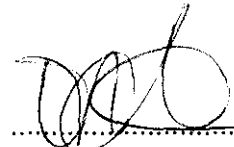
**DAVID HALSALL INTERNATIONAL
HOLDINGS LIMITED**

Passed 21st August 2001

At an Extraordinary General Meeting of the above-named Company, duly convened and held on 21st August 2001 the following Resolution was duly passed as a special resolution:

SPECIAL RESOLUTION

That the purchase contract expressed to be made between Mr G W Halsall and the Company providing for the purchase by the Company of 7320 A ordinary shares of £1 each of the Company (a final draft of which marked "A" is produced to the meeting and for purposes of identification signed by the Chairman of the meeting) be and the same is hereby approved, and the Directors be and they are hereby authorised to procure the Company to enter into such Purchase Contract.


.....
Chairman of the Meeting

