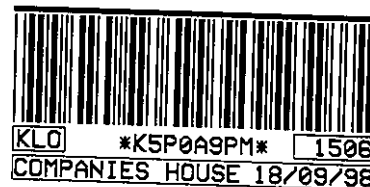


Company No 3555345



THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES
SPECIAL RESOLUTIONS
of

LION CORPORATE ASSETS LIMITED

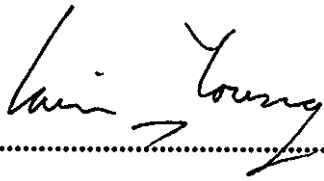
Passed the 18th day of September 1998

At an EXTRAORDINARY GENERAL MEETING of the above-named Company duly convened and held at 10 Foster Lane London EC2V 6HH on 18 September 1998 the following Resolutions were duly passed as Special Resolutions of the Company:-

SPECIAL RESOLUTIONS

1. The pursuant to the provisions of section 43 of the Companies Act 1985, the Company be re-registered as a public company.
2. That the Memorandum of Association of the Company be amended as follows:-
 - (a) by deleting the existing clause 1 and substituting the following clauses 1 and 2:-
 - "1. The Company's name is "LION CORPORATE ASSETS Plc".
 2. The Company is to be a public company".
 - (b) by re-numbering the existing clauses 2, 3, 4 and 5 as clauses 3, 4, 5 and 6 respectively.

3. That the regulations contained in the printed document put before the Meeting and for the purpose of identification signed by the Chairman be approved and adopted as the Articles of Association of the Company in substitution for and to the complete exclusion of all the existing Articles of Association of the Company.

A handwritten signature in cursive script, appearing to read "Liam Young", is written over a horizontal dotted line.

Secretary