

Company No: 3701328

THE COMPANIES ACT 1985

A PRIVATE COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

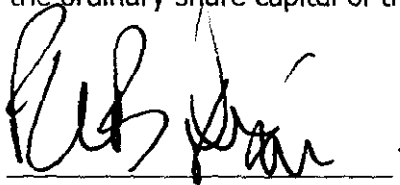
OF

Hepher Dixon Limited

At an Extraordinary General Meeting of the company held on 28 June 2002,
the following Special Resolution was duly passed:

That the nominal share capital of the company be increased from
£24,150 to £25,175, by the creation of 10,250 'C' Ordinary Shares of
ten pence each.

That the Ordinary Shares issued following this resolution shall carry the same
rights as, and rank parri passu in every respect with ordinary shares of the
company including the right to participate in full in all dividends declared on
the ordinary share capital of the company of the same class.



P G B Dixon - Secretary

