

CERTIFIED TO BE A TRUE COPY OF THE ORIGINAL

COMPANIES ACTS 1985 - 1989

Company Limited by Shares

Auctionair Limited

(Registered Number : 4146549)

Gould
GOULDENS
10 Old Bailey
London EC4M 7NG

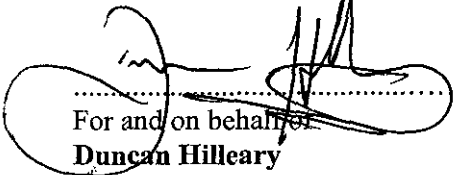
WRITTEN RESOLUTION

Passed on *7th* March 2001

I, the undersigned, being the sole member of the Company hereby resolve that the following Special Resolution be passed as a written resolution in accordance with Section 381A of the Companies Act 1985, such resolution to take effect as a Special Resolution of the Company.

RESOLUTION

1. THAT the subscriber share in the capital of the Company and each of the authorised but unissued ordinary shares of £1 each be and they are hereby sub-divided into 100 ordinary shares of 1 penny each.


For and on behalf of
Duncan Hilleary

Dated: *7th* March 2001

