Company Number: 04205727

BROWALLIA PLC

SPECIAL RESOLUTIONS OF BROWALLIA PLC

Passed on the Mh day of February 2005.

At an extraordinary general meeting of the Company's members duly convened and held at 39 Cornhill, London. EC3V 3NU the following Special Resolutions were duly passed:

- 1. IT WAS RESOLVED that the Company be re-registered from a public listed company to a limited company.
- 2. IT WAS RESOLVED that the Company change be changed to Browallia Limited.
- 3. IT WAS RESOLVED that the Company's Memorandum and Articles of Association be altered in the form of that produced to the meeting and signed for the purpose of identification by the Chairman of the meeting.

Dated:

Signed:

For and on behalf Cybrus Limited (Secretary)

COMPANIES HOUSE

0290 8/02/05