

**SPECIAL RESOLUTION
OF
SHARPBRANCH LIMITED**

INSTANT COMPANIES LIMITED, currently the sole member of the above-named Company, HEREBY PASSES the following written resolution pursuant to section 381A of the Companies Act 1985.

It is resolved:

1. That the Articles of Association of the Company are hereby altered by adopting the following new Article(s):-

13. MEETINGS

13.1 In this article "communication" and "electronic communication" shall bear the meanings set forth in the Electronic Communications Act 2000 or any statutory modification or re-enactment thereof.

13.2 A person in electronic communication with the chairman and with all other parties to a meeting of the directors or of a committee of the directors shall be regarded for all purposes as personally attending such a meeting provided that but only for so long as at such a meeting he has the ability to communicate interactively and simultaneously with all other parties attending the meeting including all persons attending by way of electronic communication.

13.3 A meeting at which one or more of the directors attends by way of electronic communication is deemed to be held at such place as the directors shall at the said meeting resolve. In the absence of a resolution as aforesaid, the meeting shall be deemed to be held at the place, if any, where a majority of the directors attending the meeting are physically present, or in default of such a majority, the place at which the chairman of the meeting is physically present.

Date 29th August 2001.

Signed



(Authorised Signatory of INSTANT COMPANIES LIMITED)

