

SPECIAL RESOLUTION

Stoneygate 33 Limited

Company No: 4337762

At the meeting of the First Directors of the above named company, duly convened and held at: Queen Anne House, 4 & 6 New Street, Leicester, LE1 5NT, on the 17th day of December 2001.

The following Special Resolutions were duly passed:

RESOLUTION 1

That Section 3.3 of the Articles of Association relating to the Share Capital of the company be altered removing the word '**not**' from the second paragraph of Section 3.3 so that it now reads:

- 3.3 The authorised share capital with which the company is incorporated shall be under the control of the directors, who are generally and unconditionally authorised to allot, grant options over, or otherwise dispose of or deal with any unissued shares and relevant securities (as defined in section 80(2) of the Act) to such persons, on such terms and in such manner as they think fit, but subject to any agreement binding on the company, provided that the authority contained in this article insofar as it relates to relevant securities (as defined as aforesaid) shall, unless revoked or varied in accordance with section 80 or section 80A of the Act expire five years from the date of incorporation of the company but without prejudice to any offer or agreement made before that date which would or might require the exercise by the directors after that date of their powers in pursuance of this authority.

In exercising their authority under this sub-article the directors shall be required to have regard to sections 89(1) and 90(1) to (6)(inclusive) of the Act which sections shall be excluded from applying to the company.

RESOLUTION 2

That 98 shares be allotted to the following subscribers with;

Daniel Brittenden receiving 23 shares;

Louise Brittenden, Robert Handford and Tina Handford each rec

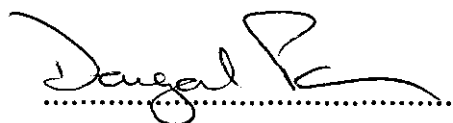


RESOLUTION 3

That the registered address be changed to

**20 Friar Lane
Leicester
LE1 5RA**

By Order of the Board, Dated 17th December 2001
in and on behalf of
Dorothy (Secretaries) Ltd

.....Dated 17th December 2001