

Company No. 4703210

CERTIFIED TRUE COPY
CLIFFORD CHANCE
LIMITED LIABILITY PARTNERSHIP
200 ALDERSGATE STREET
LONDON EC1A 4JJ

THE COMPANIES ACTS 1985 AND 1989

PUBLIC LIMITED COMPANY

SPECIAL RESOLUTION

of

WATCHPARK PLC

At an extraordinary general meeting of the Company held at 200 Aldersgate Street, London EC1A 4JJ on 1 April 2003 the following resolutions was passed as a special resolution.

SPECIAL RESOLUTION

THAT the Company's memorandum of association be altered by the adoption of a new clause 4(A) in the form of the annexed draft, initialled by the Chairman for the purpose of identification, in substitution for existing clause 4(A).


CHAIRMAN

