

4824373

SPECIAL RESOLUTION

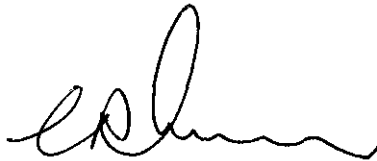
of

NATHAN ALEXANDER LIMITED

AT AN EXTRAORDINARY GENERAL MEETING of the members of the above
Company duly convened and held on 5-7 JUL 2003 the following SPECIAL
RESOLUTION was passed:-

THAT the objects of the Company be altered by the deletion of sub-clauses (a) and (b)
from Clause 3 of the Memorandum of Association, and the substitution therefor of the
new sub-clauses shown in the appendix attached hereto.

(Signed):



RWL Registrars Limited

Secretary

Presented by:
Reichmann & Wing Limited
134 Percival Road
Enfield
Middlesex EN1 1QU



THE COMPANIES ACTS 1985 to 1989

COMPANY LIMITED BY SHARES

Memorandum of Association

- of -

NATHAN ALEXANDER LIMITED

- 1. The name of the Company is:-**

NATHAN ALEXANDER LIMITED

- 2. The Registered Office of the Company will be situate in England and Wales.**
- 3. The Objects for which the Company is established are:-**

(a) To carry on all or any of the following businesses: Financiers, capitalists, promoters, finance house, discount houses, money-lenders, guarantors, confirming houses, issuing houses, financial and monetary agents, advisors, concessionaires, property dealers, insurance brokers, mortgage brokers and principals, underwriters, property managers, rent and debt collectors, depositories, bankers; dealers in land and properties of any estate and tenure and in all kinds of securities whether quoted on an official stock exchange or not; dealers in and agents and brokers in and for all transactions concerned with or related to the acquiring, converting, transferring, exchanging and disposing of and otherwise dealing with currency, whether in cash, negotiable instruments or otherwise; and all transactions affecting commodity futures, options and confirming and guarantee business generally, investment brokers and consultants, executors and trustees of trust funds of all kinds, administrators, liquidators, receivers, nominees, valuers, surveyors, auctioneers, assessors, business transfer agents, land and estate agents, garage and service station proprietors and providers of all kinds of services connected in any way with the transfer of goods and property whether by way of sale or otherwise; to lease and hire out all kinds of vehicles, craft, plant, equipment and other goods of every description whatsoever; to deal in, sell, mortgage or otherwise dispose of all kinds of real and personal property and all rights and interests therein, shares, stock, debentures, obligations, bonds, bills and other securities and currency issued or guaranteed by any company, government, state or other body; to find and place investments; to grant mortgages as principles and make advances and loans of all kinds whether secured or not and to provide instalment and hire-purchase facilities and all like businesses.

(b) To buy, sell, import, export, manufacture and deal in all kinds of goods, stores and equipment whether in connection with any of the above activities or otherwise and to act as agents for all purposes.