

Company Number 4899951

THE COMPANIES ACT 1985 TO 1989
SPECIAL RESOLUTIONS
OF

VADORIS LIMITED

We, the undersigned, being all the Members for the time being of the above-named Company entitled to receive notice of and to attend and vote at General Meetings HEREBY PASS the following resolutions as Special Resolutions pursuant to Section 381A of the Companies Act 1985.

It is resolved:

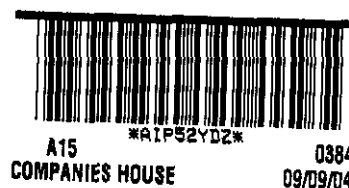
SPECIAL RESOLUTION

THAT the Directors be and they are hereby generally and unconditionally authorised in accordance with Section 95 of the Companies Act 1985 to allot equity securities pursuant to the authority conferred by the Articles of Association of the Company ("Articles") as if Article 8 of the Articles did not apply to the allotment PROVIDED THAT this authority is limited to the allotment of 1200 ordinary shares of £1 each in the capital of the Company and FURTHER PROVIDED THAT this authority shall expire on the date of the next annual general meeting or on 26 August 2005, whichever is the earlier, save that the Directors may, notwithstanding such expiry, allot any shares or grant any such rights under this authority in pursuance of an offer or agreement so to do made by the Company before the expiry of this authority.

SPECIAL RESOLUTION

THAT the Articles of Association of the Company ("Articles") be amended by the deletion in Article 9 of the Articles of the words "otherwise than to a person who is already a member of the Company".

Dated: 26 August 2004



Company Number 4899951

Signed by:

T.Plummer

T. Plummer

R.H.Smith

R.H. Smith

R.F.Southward

R.F. Southward

D.G.Smith

D.G. Smith

P.C.Collins

P.C. Collins

P.W.Cole

P.W. Cole

Dated: 26 August 2004