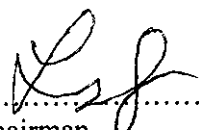


COMPANIES ACT 1985  
COMPANY NUMBER 5215210  
I & L CONSULTANCY LIMITED  
SPECIAL RESOLUTION PASSED AT AN EXTRAORDINARY GENERAL  
MEETING  
HELD ON 26 AUGUST 2004

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IT WAS RESOLVED that the authorised share capital of £1,000 is divided into 800  
£1 Ordinary shares, 100 £1 Ordinary A shares and 100 £1 Ordinary B shares.

IT WAS RESOLVED that the Ordinary A and B shares would rank pari passu with  
the ordinary shares of the company that they replaced except for the payment of  
dividends. It was resolved that dividends may be paid to the holders of Ordinary A  
and B shares. Such dividends will be determined from time to time by all voting  
members in general meeting. The dividends payable to the holders of Ordinary A and  
B shares need not be related in any way to the dividends payable to the holders of any  
other class of share.

  
.....  
Chairman

