
COMPANY LIMITED BY SHARES
INCORPORATED UNDER
THE COMPANIES ACTS 1948 to 1981

RESOLUTION IN WRITING SIGNED BY ALL
OF THE SHAREHOLDERS

-- of --

WILLIAM COLLINS SONS & COMPANY LIMITED

We, being all the members of William Collins Sons & Company Limited ("the Company"), HEREBY RESOLVE upon the following resolution and agree that it shall be as valid and effectual as if it had been passed as a Special Resolution at a General Meeting of the Company duly convened and held:-

SPECIAL RESOLUTION

That the Articles of Association of the Company be changed to by the insertion of the following Article after Article 13:-

"13A. Any Director who participates fully in the business of any meeting of the Directors by telephone shall be counted in determining whether there is a quorum present and shall be entitled to vote at such meeting notwithstanding that he is not present in person and shall be deemed to be present for the purposes of Article 18."

Signed by)
being duly authorised)
to sign for and on behalf)
of William Collins Ltd)

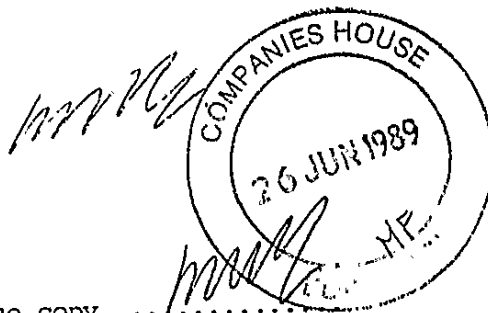
John G. H. ... Director

M. M. ... Secretary

Signed by Andrew Towart Craig Fyfe

Dated 20th June 1989

Certified a true copy ...



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Collins Publishers

P.O. Box
GLASGOW, G4 0NB

ACF/MW

23 June 1989

The Registrar of Companies
Exchequer Chambers
102 George Street
EDINBURGH

Dear Sirs

WILLIAM COLLINS SONS & CO LTD COMPANY NO 934

We would refer to the Special Resolution of the Company to alter the Articles of Association passed at an Extraordinary General Meeting of the company held on 20th June 1989.

We confirm that all the members of the company entitled to vote voted in favour of the above mentioned resolution.

Secretary
For and on behalf of
William Collins
Sons & Co Ltd


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