

COMPANIES ACTS 1985 TO 1989

COMPANY NUMBER: 161514

SPECIAL RESOLUTIONS

OF

ROOT LIMITED

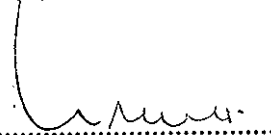
*We, the undersigned, being all the Members of the above named Company entitled, at the date of this Resolution, to receive notice of and to attend and vote at General Meetings of the Company **HEREBY PASS** the following resolutions as **SPECIAL RESOLUTIONS** and agree that the said resolutions shall, pursuant to Section 381(A)(1) of the Companies Act 1985, for all purposes be as valid and effective as if the same had been passed by us all at a General Meeting of the Company duly convened and held:*

It is **RESOLVED**:

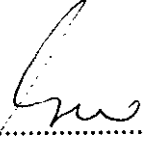
- (1) That the Memorandum of Association of the Company be altered by adding, after the word "elsewhere" in the last sentence of Clause 3, the words "and the word "Members" shall, unless the contrary intention appears, be deemed to include the singular as well as the plural thereof".
- (2) That the existing Articles of Association of the Company be deleted in their entirety and thereupon replaced by the adoption of the new Articles of Association annexed hereto.

Dated this 10th day of November 1995

For and on behalf of
Ashcroft Cameron Secretaries Limited


.....
Director

For and on behalf of
Alexanders Business Services Limited


.....
Director

ASHCROFT CAMERON - CHARTERED SECRETARIES
19 Glasgow Road, Paisley, PA1 3QX
Tel: 0141 848 9652 Fax: 0141 848 9672

