

PACIFIC SHELF 700 LIMITED  
(Incorporated in Scotland No.170200)

At an Extraordinary General Meeting of PACIFIC SHELF 700 LIMITED held on 20 December 1996 the following resolutions was duly passed as a Special Resolution:-

THAT

1. The provisions of the Memorandum of Association with respect to its objects be and are hereby altered by deleting paragraph 1(a) of clause 3 of such Memorandum and by substituting therefor the following new paragraph:-

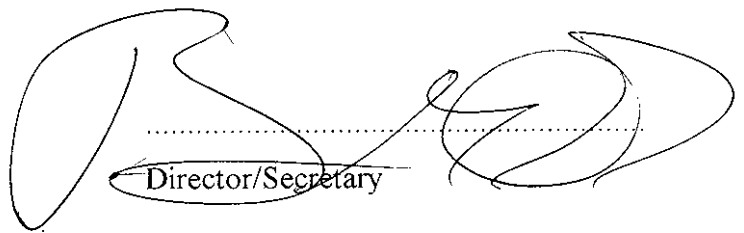
"3.1(a) to carry on for profit, directly or indirectly, whether by itself or through subsidiary, associated or allied companies or firms in the United Kingdom or elsewhere in all or any of its branches the business of advertising agents, advertising contractors, publicity consultants, publicity consultants, public relations consultants, printers, publishers, bill posters, ticket writers, photographers, lithographers, engravers, manufacturers and designers of advertising screens, signs and displays, and of any business, undertaking, project or enterprise of any description connected therewith and or ancillary or complementary thereto, and to manufacture, make, but or sell and deal in and act as agents for buyers or sellers of goods necessary for all or any of the above businesses, or of materials, used in the manufacture of all or any of the goods required for the above businesses, or of materials, used in the manufacture of preparation of all or any of the goods required for all or any of the above businesses and generally of an in goods of the aforesaid description, whether analogous to any of the aforesaid or not;

- (b) to promote the interest of any of the company which is for the time being a subsidiary, holding company or subsidiary of any holding company of the Company of any undertaking which is for the time being a subsidiary undertaking of the Company or

of any holding company of the Company in any manner whatever and, in particular, by paying or discharging the liabilities thereof or giving any undertaking to do so, by giving any indemnity or guarantee in respect of such liabilities and by giving any security or charge for any such indemnity or guarantee or for the payment of money or performance of obligations by any such company or undertaking as aforesaid, either with or without consideration and whether or not any benefit flows to the Company other than the promotion of the interests of any such company or undertaking

- (c) the Articles of Association of the Company be and are hereby altered by amending Article 2 as follows:-

In the first line of Article 2 between the figures 33 and 60 be inserted the figure 50 and after line 43 be inserted the words "Regulation 88 by deletion of the fifth sentence, and"



Director/Secretary