

SPECIAL RESOLUTION

OF

HARTBAY LIMITED

At an Extraordinary General Meeting of the Members of the said Company convened and held at
14 MITCHELL LANE GLASGOW G1 3NU

on the 22ND day of APRIL 1997.

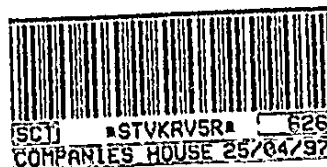
the following Special Resolution was duly passed:-

That Clause 3(A) of the Memorandum of Association be deleted and the following clause be substituted:-

To carry on in Scotland and elsewhere all or any of the businesses of a holding company in all its branches; to acquire by purchase, lease, concession, grant, licence or otherwise such businesses, options, rights, privileges, lands, buildings, leases, underleases, stocks, shares, debentures, debenture stock, bonds, obligations, securities, reversionary interests, annuities, policies of assurance and other property and rights and interests in property as the Company shall deem fit and generally to hold, manage, develop, lease, sell or dispose of the same; to vary any of the investments of the Company and to invest the monies of the company on the security or in the acquisition of real and personal property of any kind and to act as trustees of any deeds constituting or securing any debentures, debenture stock or other securities or obligations; to enter into, assist or participate in financial, commercial, mercantile, industrial and other transactions, undertakings and businesses of every description and to establish, carry on, develop and extend the same or sell, dispose of or otherwise turn the same to account and to co-ordinate the policy and administration of any companies of which this Company is a member and which are in any manner controlled by or connected with this Company; to act as capitalists, trustees, financiers, financial agents, investors, company promoters, insurance brokers and agents, mortgage brokers, rent and debt collectors, management consultants, stock and share brokers and dealers, commission and general agents, merchants and traders; to develop and turn to account any land or other property acquired by the Company or in which it may be interested and in particular by building on, altering, demolishing, maintaining and improving buildings and all other premises on building lease or building agreement and to provide services of all kinds which may be required, directly or indirectly, in connection with the foregoing.

Presented by:

STEPHEN MABBOTT ASSOCIATES
14 MITCHELL LANE
GLASGOW
G1 3NU



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DIRECTOR / SECRETARY