

COMPANIES ACTS 1985 AND 1989

NOTICE

of

SPECIAL RESOLUTION AND ORDINARY RESOLUTION

COMPLIANCE FIRST LIMITED

COMPANY NUMBER: SC202765

At an Extraordinary General Meeting of the Members of the above named Company held at Glasgow on the Twenty first day of November 2001, the following Resolutions were passed as a Special Resolution and as an Ordinary Resolution of the Company:-

SPECIAL RESOLUTION

"That the Regulations set out in the document produced to this meeting and, for the purposes of identification, signed by the Chairman, be and are hereby approved and adopted as the Articles of Association of the Company, in substitution for and to the exclusion of, all existing Articles of Association of the Company in force prior to the adoption of this Resolution".

ORDINARY RESOLUTION

"The Directors are generally and unconditionally authorised to allot all or any shares in the authorised share capital of the Company, as increased or divided into shares of various classes, from time to time, during the five years after the date of this Meeting."



W McCrae
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Chairman