

THE COMPANIES ACT 1985 - 1989

COMPANY LIMITED BY SHARES

HBJ 702 LIMITED

(COMPANY NO. SC 273506)

The undernoted Resolution was duly approved as a Special Resolution of the Company by Written Resolution on 14 October 2004, viz:-

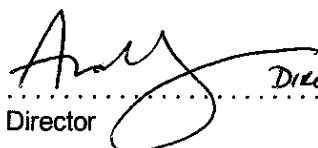
Special Resolution

"THAT:-

- Part 1** each of the authorised but unissued ordinary shares of £1 each in the capital of the Company, together with the one issued ordinary share of £1, be and are hereby subdivided into one hundred ordinary shares of 1 pence each having the rights and being subject to the restrictions attached to them as set out in the Articles of Association of the Company;
- Part 2** in substitution for any existing authority pursuant to Section 80(1) of the Companies Act 1985 ("the Act") the Directors be and they are hereby authorised generally and unconditionally pursuant to Section 80(1) the Act to exercise all the powers of the Company to allot relevant securities (as defined in Section 80(2) of the Act) up to the aggregate nominal amount of the Company's unissued share capital immediately following the passing of this resolution provided that this authority shall expire five years from the date hereof and, in accordance with Section 95 of the Act, Sections 89(1) and 90(1) to (6) (inclusive) of the Act shall not apply to the allotment of shares pursuant to the authority given in Part 2 of this resolution and further the provisions of the Company's Articles of Association shall not apply in respect of any such allotments; and
- Part 3** the pre-emption provisions in the Act and in the Articles of Association of the Company shall not apply to the allotment, on or about the date hereof, of (1) 5 ordinary shares of 1 pence each in the capital of the Company to James McCallum, (2) 65 ordinary shares of 1 pence each in the capital of the Company to Phillip Smith, (3) 65 ordinary shares of 1 pence each in the capital of the Company to Peter Pavy, and (4) 65 ordinary shares of 1 pence each in the capital of the Company to Ian Williamson."

Dated this 14 day of October 2004

CERTIFIED A TRUE COPY


Director, HENDERSON BOYD JACKSON LTD

