

Company Number:2670617

THE COMPANIES ACT 1985 (AS AMENDED)

Company Limited by Shares

Written Resolution

of WPP Group (UK) Limited

Passed on 29 February 1996

Effective on 29 February 1996

According to section 381A of the Companies Act 1985 the following resolution was agreed to and duly passed as a special resolution.

SPECIAL RESOLUTION

According to section 381A of the Companies Act 1985 the following resolution was agreed to and duly passed as a special resolution:-

That, the objects of the Company as set out in its Memorandum of Association be and are hereby altered by the deletion of subclauses 3(1) and the substitution therefor of the following new subclauses 3(1)(i), (ii) & (iii):

"(i) To carry on the business of an investment holding company, and to buy, underwrite or otherwise acquire and hold any bonds, stocks, obligations or securities of any government, sovereign, ruler, commissioners, public body or authority, supreme, municipal, local, or otherwise, in any part of the world, of the bonds, debentures, debenture stocks, noted, obligations, shares, stocks or securities of any company, corporation, firm or person, and whether incorporated or established in Great Britain or elsewhere; to invest, by way of purchase, mortgage or otherwise, in any freehold or leasehold property in Great Britain; and to deal with and turn to account the same with the aim (subject to the provisions of the Companies Act 1985) of generating profits

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and if justified by the profits distributing all of part thereof to members of the Company

(ii) To acquire an entire or partial interest in any other company or companies (whether or not subsidiary companies as defined by section 736 of the Companies Act 1985) for the purpose of operating through any such subsidiary company or companies any of the businesses of manufacturers, agents, factors, distributors, shippers, importers, exporters, consignors, buyers and sellers (wholesale and retail), charterers, shipowners, warehousemen, merchants, builders, developers of and dealers in merchandise, goods, articles and commodities of all kinds whether manufactured in whole or in part, or whether grown, cultivated, taken processed or produced in any part of the world and in connection therewith to deal in commodities of all kinds which can conveniently be dealt with in connection with the aforesaid businesses.

(iii) To carry on business as a general commercial company."

  
Director/Secretary

I, Robert Lerwill, being a Director/the Secretary of the Company, hereby confirm that:

1. A copy of the above resolution was sent to the Company's auditors in accordance with Section 381B of the Companies Act 1985 (as amended) and received by them on 16 February 1996.
2. The Company's auditors notified the Company on 27 February 1996 that in their opinion the resolution does not concern as auditors.
3. Accordingly, the resolution has effect and pursuant to Section 381A(5) of the Act is deemed to have been passed on 29 February 1996.