

Company No: 3023201



**Special
Resolution**

The Companies Act 1985

Private Company Limited by Shares

of VENUSNOTE LIMITED

At an Extraordinary General Meeting of the above-named Company
duly convened and held at Classic House, 174-180 Old Street, London EC1V 9BP
on 10th November, 1995
the subjoined SPECIAL RESOLUTION was duly passed, viz:-

Resolution

That the Regulations contained in the document submitted to the Meeting
and for the purposes of indentification subscribed by the Chairman hereof be
and the same are hereby adopted as the Articles of Association of the Company
in substitution for all the existing Articles of Association.

Signed

For and on behalf of
Waterlow Nominees Limited

Waterlow Information Services Ltd
International Company Registrations and Searches
Classic House, 174-180 Old Street, London EC1V 9BP
Telephone 0171-250 3350 Fax 0171-608 0867
DX 122031 FINSBURY 3