

A PRIVATE COMPANY LIMITED BY SHARES

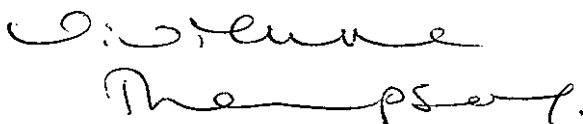
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PURSUANT TO REGULATION 53 OF TABLE A IN THE SCHEDULE TO THE COMPANIES (TABLES A TO F) REGULATIONS 1985 AS AMENDED BY THE COMPANIES (TABLES A TO F) (AMENDMENT) REGULATION 1985, WE, THE UNDERSIGNED, BEING ALL THE MEMBERS OF THE ABOVE COMPANY FOR THE TIME BEING ENTITLED TO RECEIVE NOTICE, ATTEND AND VOTE AT GENERAL MEETINGS, HEREBY UNANIMOUSLY PASS THE FOLLOWING RESOLUTION AND AGREE THAT THE SAID RESOLUTION SHALL FOR ALL PURPOSES BE AS VALID AND EFFECTIVE AS IF THE SAME HAD BEEN PASSED AT A GENERAL MEETING OF THE COMPANY DULY CONVENED AND HELD.

SPECIAL RESOLUTION

THAT THE AUTHORISED CAPITAL OF THE COMPANY COMPRISED OF 100 ORDINARY SHARES OF £1 EACH BE INCREASED BY £49,900 DIVIDED INTO 49,900 ORDINARY £1 SHARES. SUCH ADDITIONAL CAPITAL TO RANK EQUALLY IN EVERY WAY WITH THE EXISTING CAPITAL.

Dated this 10th day of July 1996



VIVIENNE THOMPSON

BEING THE ONLY MEMBER FOR THE TIME BEING ENTITLED TO RECEIVE NOTICE OF AND ATTEND AND VOTE AT THE MEETINGS OF THE COMPANY.

