

The Companies Acts 1985 and 1989
Company Limited by Shares
Resolution
Of

Milton Bayer Communications Ltd

3270810

At an Extraordinary General Meeting of the above Company duly convened and held at 44 Billing Road, Northampton on the 2nd day of February 2004 the following Resolution was duly proposed and passed as a Special Resolution;

Special Resolution

That the Memorandum and Articles of Association of the Company be altered to reflect that the authorised Share Capital of the Company has been increased from 21,300 Ordinary shares (with nominal values of either £1 or 10p) to 35,236 shares following the creation of 13,936 "B" Ordinary £1 shares.

The "B" Ordinary shares shall not carry the right to be notified of or attend and vote either in person or by proxy at the meetings of the Company and shall not be entitled to participate in any surplus on winding up except to receive their par value


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Date....2nd February 2004.

Chairman

