

Company No: 3970757

THE COMPANIES ACT 1985
PRIVATE LIMITED COMPANY
SPECIAL RESOLUTION

of

NOANOO LIMITED
("the Company")

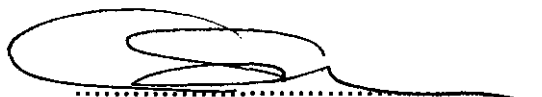
PASSED the 1st day of February 2001

At an Extraordinary General Meeting of the Company duly convened and held on the 1st day of February 2001 the following resolution was duly passed as a special resolution of the Company:

SPECIAL RESOLUTION

THAT:

- (A) the Company be re-registered as a public company with the name "Noanoo plc"; and
- (B) pursuant to the provisions of Section 43 of the Companies Act 1985 the Company be re-registered as a public company with effect from such date as may be approved by the Register of Companies and that the existing Memorandum of Association of the Company be amended accordingly as follows:
 - (a) by deleting clause 1 and substituting therefor the following clauses to be numbered and 2:
 - "1. The name of the Company is "Noanoo plc";
 - 2. The Company is to be a public company."
- (C) subject to and conditionally upon the re-registration of the Company as a public company, the draft new Articles of Association of the Company in the form produced to the meeting and signed by the Chairman for the purpose of identification be adopted as the Articles of Association of the Company in substitution for the existing Articles of Association.



Chairman

