

**BACS Limited
Company Number 1023742**

SPECIAL RESOLUTION

**Extract from minutes of Extraordinary General Meeting
of the Members of the Company
held on November 27, 2003**

2. ADOPTION OF ARTICLES OF ASSOCIATION

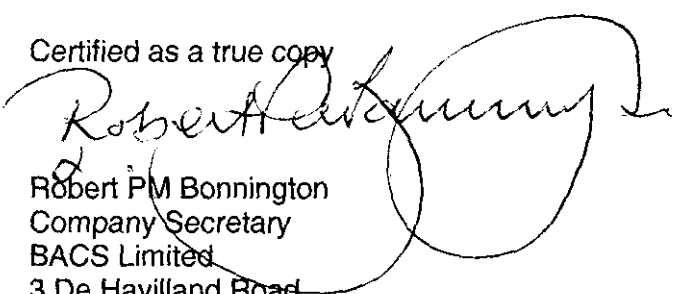
The Chairman advised that the only item of business for consideration of Members in General Meeting was a proposal that the Company adopt a new set of Articles of Association. He confirmed that the draft Articles of Association for the Company have been in the hands of the Shareholders for the statutory period and were now laid before the meeting.

The proposal was put to the meeting by the Chairman and was carried unanimously on a show of hands.

RESOLVED THAT the Articles of Association submitted to this meeting and signed by the Chairman for the purpose of identification are hereby approved and adopted as the Articles of Association of the Company in substitution for and to the exclusion of all the existing articles thereof.

At the direction of the meeting the Chairman signed and dated the new Articles of Association for the purpose of identification.

Certified as a true copy


Robert PM Bonnington
Company Secretary
BACS Limited
3 De Havilland Road
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