

Company No.1898475

THE COMPANIES ACTS 1948 to 1981

and

THE COMPANIES ACT 1985

and

THE COMPANIES ACT 1989

RW MUNRO LIMITED

BY A WRITTEN RESOLUTION adopted on 1st September 2000 the holders of the whole of the share capital of the Company UNANIMOUSLY RESOLVED that the Resolution set out below being an amendment to the Articles of Association of the Company be approved as a SPECIAL RESOLUTION of the Company:-

SPECIAL RESOLUTION

That the Articles of Association of the Company be and are hereby altered by the addition of the following new Article to be numbered 16:-

"In the event of the Company receiving a notice from any person or company which for the time being can prove to the satisfaction of the directors of the Company that it beneficially owns more than half in nominal value of the equity share capital of the Company (such person and any holding company of any such person or company being hereinafter called the "Company's Holding Company") and that the registered holder of the shares comprised in such notice holds those shares as nominee of the Company's Holding Company then the Company shall at the request of the Company's Holding Company appoint any person to execute as transferor an instrument of transfer of such shares to such other person as the Company's Holding Company shall nominate in writing to act as its nominee in respect of such shares and upon delivery to the Company of a fee covering the Company's costs and of an executed instrument of transfer for nil consideration with an indemnity (if required) given by the Company's Holding Company in respect of any missing share certificate shall thereupon cause that other person to be registered as the holder of the shares so transferred. Such instrument of transfer shall be as effective as if it had been executed by the holder of such shares.

Dated 1st September 2000

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GM Simon
Chairman



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COMPANIES HOUSE

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08/11/00

Presented by: GA/23198
THE LONDON LAW AGENCY LTD.
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