

This print of the resolutions passed on 30 November 1995 correctly states the date on which the resolutions were passed and replaces that previously filed incorrectly stating (by typographical error) the date as 30 October 1995.

Company No.2038335

THE COMPANIES ACTS 1985 AND 1989

COMPANY LIMITED BY SHARES

RESOLUTIONS

OF

ANBAR PUBLICATIONS LIMITED

At an Extraordinary General Meeting of the above named Company duly convened and held on 30 November 1995 the following resolutions were duly proposed and passed as Special Resolutions.

SPECIAL RESOLUTIONS

1. That the Company approve the provisions of the following documents ("the Documents") to be laid before the meeting, namely:

1.1 a debenture incorporating fixed and floating charges over assets of the Company in favour of the Bank;

1.2 CAS II Documentation with the Bank;

and authorise and instruct the directors of the Company to execute the documents on behalf of the Company.

2. That notwithstanding the entering into and granting of the documents constitutes or may constitute financial assistance within the meaning of Sections 151 - 158 (inclusive) of the Companies Act 1985, the giving of such financial assistance is in the best interests of the Company.

3. That the Memorandum of Association of the Company be amended by:

3.1 deleting the existing sub-clause C.10 and substituting the following as sub-clause C.10:

"C.10 To borrow and raise money in any manner and to secure the repayment of any money borrowed, raised or owing by mortgage, charge, standard security, lien or other security upon the whole or any part of the Company's property or assets (whether present or future) including its

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uncalled capital, and also by a similar mortgage, charge, standard security, lien or security to secure or guarantee the performance by the Company of any obligation or liability it may undertake or which may become binding on it."

3.2 deleting the existing sub-clause C.9 and substituting the following as sub-clause 3(k):

"C.9 To lend and advance money or give credit on any terms and with or without security to any person, firm or company (including without prejudice to the generality of the foregoing any holding company, subsidiary or fellow subsidiary of or any other company associated in any way with the Company), to enter into guarantees, contracts of indemnity and suretyship of all kinds, to receive money on deposit or loan upon any terms, and to secure or guarantee in any manner and upon any terms the repayment of any sum of money or the performance of an obligation by any person, firm or company (including without prejudice to the generality of the foregoing any such holding company, subsidiary, fellow subsidiary or associated company as aforesaid) including (without prejudice to the generality of the foregoing, in so far as the same is not prohibited by law, payments and obligations incurred in connection with or for the purpose of acquisition of shares in the Company or in any company which is for the time being the Company's holding company as defined in section 736 of the Companies Act 1985."

3.3 inserting the following after sub-clause C.24 in substitution for the paragraph currently appearing commencing with the words "It is hereby declared that ..." and ending with the words "... in any other sub-clause":

"And so that:

(A) None of the provisions set forth in any sub-clause of this clause shall be restrictively construed but the widest interpretation shall be given to each such provision and none of such provisions shall, except where the context expressly so requires, be in any way limited or restricted by reference to or interference from any other provision set forth in such sub-clause, or by reference to or inference from the terms of any other sub-clause of this clause, or be reference to or inference from the name of the Company.

(B) Each of the sub-clauses of this clause shall, unless it expressly provides to the contrary, be deemed to set out a separate, distinct and independent object of the Company and not a power ancillary or incidental to the objects set out in any other sub-clause."

4. That the Articles of Association of the Company be amended:

4.1 by the deletion of Article 7; and

4.2 by inserting the following Special Article at the end of and in addition to the existing Articles:

Special Article

A. Notwithstanding anything contained in these Articles, whether expressly or impliedly contradictory to the provisions of this Special Article A (to the effect that any provision contained in this Special Article A shall override any other provision of these Articles):

1. The Directors shall not decline to register any transfer of shares, nor may they suspend registration thereof, where such transfer:

1.1 is to any bank, institution or other person to which such shares have been charged by way of security, or to any nominee of such a bank, institution or other person (or a person acting as agent or security trustee for such person (a "Secured Institution")); or

1.2 is delivered to the Company for registration by a Secured Institution or its nominee in order to perfect its security over the shares; or

1.3 is executed by a Secured Institution or its nominee pursuant to a power of sale or other power existing under such security, and the Directors shall forthwith register any such transfer of shares upon receipt and furthermore notwithstanding anything to the contrary contained in these Articles:

1.3.1 no transfer of any shares in the Company or proposed transferor of such shares to a Secured Institution or its nominee; and

1.3.2 no Secured Institution or its nominee

shall (in either such case) be required to offer the shares which are or are to be the subject of any transfer as aforesaid to the shareholders for the time being of the Company or any of them and no such shareholder shall have any right under the Articles or otherwise howsoever to require such shares to be transferred to them whether for any valuable consideration or otherwise.

2. The Directors shall not issue any share certificates (whether by way of replacement or otherwise) without the prior written consent of (or on behalf of) all (if any) Secured Institutions (as defined in Special Article A.1 above).

3. The minimum number of Directors shall be one and there shall be no maximum number of Directors.

4. A resolution in writing executed by or on behalf of each Member who would have been entitled to vote upon it if it had been proposed at a general meeting at which he was present shall be as effective as if it had been passed at a general meeting duly convened and held and may consist of several instruments in the like form each executed by or on behalf of one or more Members and shall be effective whether or not an auditors' statement under section 381B of the Companies Act 1985 has been obtained.

5. Subject to compliance with sections 151 - 158 Companies Act 1985 the Company shall be permitted to give financial assistance in respect of a purchase of its own shares or the shares of any holding company of the Company.


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Director

Presented by:

Gordons Wright & Wright
14 Piccadilly
BRADFORD
BD1 3LX

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