

THE COMPANIES ACT 1985 (AS AMENDED)

MoneyWorld U.K. Limited, Company no. ~~259970~~
2599270

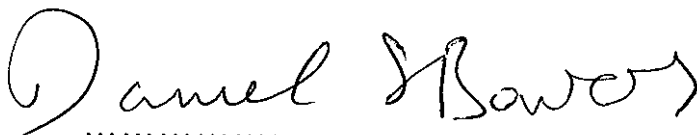
Special Resolution

The following elective resolution is to be put before the members of the company at an Extraordinary General Meeting to be convened and held at the Company's Registered Office at 242 Nether Street, Finchley, London, N3 1HU on 31 January 1997 at 09.35am.

"That, the Authorised Share Capital of the Company of £1000 be made full paid up by the existing members being invited to subscribe for unallotted shares in direct proportion to their current holdings".

"It is proposed that Mr D. Bowers be invited to purchase 499 additional £1 shares and that Mrs E. Bowers be invited to purchase 499 additional shares to those which they already hold."

"The result of the above allocation will be that each of the members will hold 500 shares in the Company"



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Daniel S. Bowers
Secretary

Registered office
242 Nether Street,
Finchley,
London
N3 1HU.

BY ORDER OF THE BOARD

Dated 31.01.97

