

NO: 2739118

The Companies Act 1985

A PRIVATE COMPANY LIMITED BY SHARES

Special Resolution

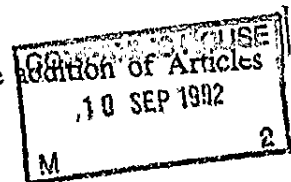
OF

HARLEYBELL LIMITED

At an EXTRAORDINARY GENERAL MEETING of the above named company held on
7 SEPTEMBER 1992
The following RESOLUTION was passed as a SPECIAL RESOLUTION:-

RESOLUTION

That the Articles of Association of the Company be amended by the
numbered 24 to 29 as attached.



DOROTHY MAY GRAEME
SECRETARY

GRAEME & COMPANY,
Company Registration Agents,
61, Bridgeview Avenue,
Wickham,
Chatham, Kent.
PAID HQP

APPOINTMENT AND RETIREMENT OF DIRECTORS

24. The company may by Resolution appoint a person who is willing to act to be a director either to fill a vacancy or as an additional director and the directors shall not be subject to retirement by rotation and regulations 73, 74, 75, 76, 77, 78, 79, and 80 shall not apply to the company.

SINGLE MEMBER PRIVATE COMPANIES

25. Subject to the provisions of The Companies (Single Member Private Limited Companies) Regulations 1992 and the Companies Act 1985 and the modifications and amendments set out therein in respect of one member companies the company may have only one member for carrying on business.

26. (1) In accordance with Section 352A of the Act if the number of members of the company falls to one there shall upon the occurrence of that event be entered in the company's register of members with the name and address of the sole member:-

- (i) a statement that the company has only one member, and
- (ii) the date on which the company became a company having only one member.

(2) If the membership of the company increases from one to two or more members there shall upon the occurrence of that event be entered in the company's register of members, with the name and address of the person who was formerly the sole member, a statement that the company has ceased to have only one member together with the date on which that event occurred.

27. In accordance with Section 322B of the Act where the company enters into a contract with the sole member of the company and the sole member is also a director of the company, the company shall, unless the contract is in writing, ensure that the terms of the contract are either set out in a written memorandum or are recorded in the minutes of the first meeting of the directors of the company following the making of the contract. This shall not apply to contracts entered into in the ordinary course of the company's business. A sole member who is a shadow director is treated as a director.

28. In accordance with Section 370A of the Act notwithstanding any provision to the contrary in the articles of the company at meetings of the sole member one member present in person or by proxy shall be a quorum.

29. In accordance with Section 382B of the Act where the company has only one member and he takes any decision which may be taken by the company in general meeting and which has effect as if agreed by the company in general meeting, he shall (unless that decision is taken by way of a written resolution) provide the company with a written record of that decision.