

COMPANY NUMBER 2824402

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION OF INDEPENDENT CAPITAL
CORPORATION LIMITED

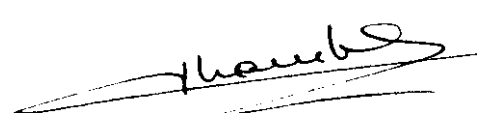
PASSED THE 14TH DAY OF OCTOBER 1999

AT AN EXTRAORDINARY GENERAL MEETING of the Company duly convened and held on the 14th day of October 1999, the following resolution was duly passed as a Special Resolution of the Company:-

SPECIAL RESOLUTIONS

- (i) That the authorised share capital of the Company being 270,000 be increased to an authorised share capital of 370,000.
- (ii) With effect from the time of the passing of this Resolution the Directors be unconditionally authorised pursuant to Section 80 of The Companies Act 1985 to allot relevant securities (as defined in that Act) up to a maximum amount of £100,000 at any time or times during the period of five years from the date hereof and at any time thereafter pursuant to any offer or agreement made by the company before the expiration of this authority.
- (iii) A copy of the special resolutions after being filed with Companies House is to be attached to the Memorandum and Articles of Association of the Company covering the new clauses as set out below:-

The share Capital of the company is £370,000, divided into 150,000 Ordinary Shares of £1 each ("Ordinary Shares") and 220,000 Preference Shares of £1 each ("Preference Shares").


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Director

