

Company No. 3042854

THE COMPANIES ACTS 1948 TO 1989

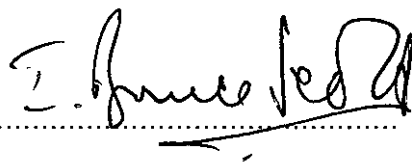
COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION OF SMCS INTERNATIONAL LIMITED

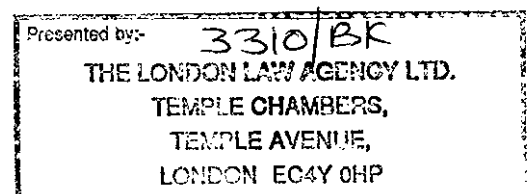
Passed the 17th day of March 1997.

At an Extraordinary General Meeting of the Members of the above mentioned Company duly convened and held at 15 Byrom Street, Manchester on the 17th day of March 1997 the following Special Resolution was duly passed:-

That the Articles of Association of the Company be amended in accordance with the document attached hereto marked "A".



CHAIRMAN



THE COMPANIES ACT 1985
AND
THE COMPANIES ACT 1989
COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION OF SMCS INTERNATIONAL LIMITED

(as altered by a Special Resolution passed on the 17th day of March 1997)

12. The Directors may in their absolute discretion and without assigning any reason therefore decline to register any transfer of any Share whether or not it is a fully paid Share.

13. Every member desiring to transfer any Shares (the Vendor) shall give a notice in writing to the Company (the Transfer Notice) of such desire. The Transfer Notice shall constitute the Board of Directors of the Company (the Board) as the Vendors Agent for the sale of such Shares. The Board shall arrange for a fair value for the Shares to be fixed by a Committee consisting of three persons two being Chartered Accountants (one to be appointed by the Vendor and one to be appointed by the Board) qualified for at least 15 years and the third being appointed by the two appointed members of the Committee and being of whatsoever qualification or experience that they may think fit and such Committee shall certify in writing the value of the said Shares. The appointment of

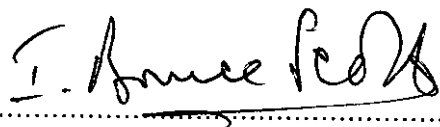
the members of the Committee shall be made respectively by the Vendor and Board within 21 days of the Transfer Notice and the Committee shall certify the fair value of the Shares within a further 14 days to the Vendor and the Board. In the event that either the Vendor or the Board neglects to appoint a Chartered Accountant to the Committee in the manner and at the time hereinbefore mentioned the Committee shall consist of the Company's Auditor and the Chartered Accountant so appointed by the other party as aforesaid. The cost of fixing the fair value shall be borne equally by the Vendor and the Board. The offer made by the Transfer Notice shall not be revocable except with the sanction of the Board.

14. Within 14 days after the fixing of the fair value by the Committee the Board shall give the Vendor a notice in writing as to whether the Company wishes to purchase the Shares at that fair value.

15. If the Board shall fail to give such notice or shall state that the Company does not wish to purchase the Shares then the Board shall offer the Shares at the fair value to the shareholders in the Company (other than the Vendor) in proportion as nearly as may be to the nominal amount of their existing holding of shares in the Company. Such offer shall to the extent that the same is not accepted within 15 days of the date of such offer be deemed to be declined and any remaining Shares which have not been accepted shall forthwith be offered at the fair value to the other shareholders who have accepted the Shares and if there be more than one such shareholder in proportion as nearly as may be to their existing holdings of shares.

16. If the Board shall find purchasing members in respect of all or any of the Shares it shall give notice thereof to the Vendor who shall then complete the sale of the Shares to those purchasing members within 15 days of the date of such notice.
17. Any Shares not sold pursuant to the foregoing provisions shall be retained by the Vendor and the Vendor shall not be entitled to serve any further Transfer Notice until after the expiration of 12 months from the date of any previous Transfer Notice.
18. Any person becoming entitled to any Shares in consequence of the death bankruptcy or mental incapacity of a member shall give a Transfer Notice pursuant to Article 13 above before he elects in respect of such Shares to be registered himself as a member of the Company.
19. If such person so becoming entitled shall not have given a Transfer Notice pursuant to Article 13 above in respect of all such Shares within 3 months of the death bankruptcy or mental incapacity the Board may thereafter give notice requiring such person within 15 days of such notice to give a Transfer Notice in respect of all the Shares to which he has become so entitled. If he shall not do so he shall at the end of such 15 days be deemed to have given such Transfer Notice relating to those Shares and the provisions of Article 13, 14, 15, 16 and 17 shall apply in relation thereto.
20. If in any case a Vendor refuses or neglects on tender of the purchase price to transfer any Shares for which a Purchaser has been found the Chairman for the time being of the Board or failing him one of

the Directors duly nominated by resolution of the Board for that purpose shall forthwith be deemed to be the duly appointed attorney of the Vendor with full power to execute complete and deliver in the name and on behalf of the Vendor a transfer of the Shares to the Purchaser and the Company may receive and give a good discharge for the purchase money on behalf of the Vendor and enter the name of the Purchaser in the register of members as the holder by transfer of the Shares purchased by him.

A handwritten signature in dark ink, appearing to read "I. Bruce P. O'Sullivan", is written over a horizontal dotted line.

CHAIRMAN