

Company No. 3136011

THE COMPANIES ACT 1985  
COMPANY LIMITED BY SHARES

RESOLUTIONS

of

BLenheim HOUSE LIMITED

(Passed 16 May 1996)

At an Extraordinary General Meeting of the Company duly convened and held the following Special Resolution was duly passed:-

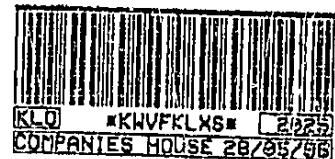
RESOLUTION

THAT:-

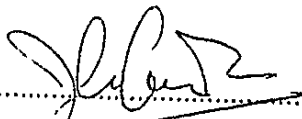
- (a) each issued and unissued ordinary share of £1 be and is hereby sub-divided into ordinary shares of 1p each;
- (b) the existing issued shares of the Company together with 14,800 of the unissued ordinary shares of 1p each be and are hereby redesignated as is hereby 15,000 "B" ordinary shares of 1p each and the remaining 85,000 unissued ordinary shares of 1p each be and are hereby redesignated as "A" ordinary shares of 1p each;
- (c) for the purposes of Section 80 of the Companies Act 1985 the directors be and are hereby generally and unconditionally authorised to exercise all the powers of the Company to allot relevant securities (within the meaning of the said Section 80) up to an aggregate nominal value of £998 PROVIDED THAT such authority shall expire on a date 15 months after the passing of this resolution or at the first Annual General Meeting of the Company whichever shall be the earlier;

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- (c) subject to passing the preceding resolutions the directors be and are hereby empowered pursuant to Section 95 of the Companies Act 1985 to allot equity securities (as defined in Section 94 of the said Act) conferred upon them by the preceding resolution as if Sections 89(1) and 90(1) to (6), inclusive, of the said Act did not apply PROVIDED THAT such power conferred shall expire on the date 15 months after the passing of this resolution or at the first Annual General Meeting of the Company whichever shall be the earlier; and
- (d) the Articles of Association of the Company in the form presented to the meeting and signed by the Chairman for the purposes of identification be and hereby are adopted in substitution for the existing Articles of Association of the Company.

  
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CHAIRMAN