

Company Number : 3137843

THE COMPANIES ACT 1985

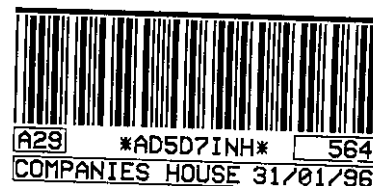
AND

THE COMPANIES ACT 1989

SPECIAL RESOLUTION

OF

BEATWISE LIMITED



We, the undersigned, being all the Members for the time being of the above-named Company entitled to receive notice of and to attend and vote at General Meetings HEREBY PASS the following resolution as a Special Resolution and agree that the said resolution shall, pursuant to Clause 53 of Table A (which Clause is embodied in the Articles of Association of the Company), for all purposes be as valid and effective as if the same had been passed at a General Meeting of the Company duly convened and held.

It is resolved :

That the provisions of the Memorandum of Association of the Company with respect to its objects be and the same are hereby altered by deleting Sub-Clause (A) of Clause 3 of the said Memorandum and by substituting therefor the following new Sub-Clause :-

(A) To carry on the business of farming in all its branches and in connection therewith to acquire and deal in farm and other land and premises; to act as farm managers and experts, consultants and advisers in every branch of farming, stockbreeding, grazing and other agricultural enterprises; to carry on all or any of the businesses of graziers, millers and corn merchants, stock and poultry breeders, producers, raisers and growers of and dealers in agricultural, horticultural, farm, garden and orchard produce of all kinds, market gardeners, nurserymen, seedsmen and florists, dairymen, contractors for the supply and delivery of milk, wholesale and retail butchers, bakers, grocers and provision merchants, manufacturers and merchants of, agents for and dealers in feeding stuffs, manurial products and fertilisers of every description, buyers, keepers, breeders, exporters and commission salesmen of and dealers in cattle, horses, sheep, pigs, poultry and all kinds of live and dead stock, manufacturers, merchants, hirers and letters on hire of and dealers in agricultural and dairy implements, machinery and utensils of all kinds, contractors for tractor, work ploughing and all operations connected with the cultivation of the soil, haulage and cartage contractors, garage proprietors, builders and contractors builders' merchants, coal, coke and timber merchants, proprietors of camping and caravan sites and general merchants agents and traders.

Dated this 29th day of January 1996.

Signed : M. J. Hope for LONDON LAW ~~SECRETARIAL~~ LIMITED for LONDON LAW SERVICES LIMITED

Presented By : THE LONDON LAW AGENCY LIMITED
TEMPLE CHAMBERS, TEMPLE AVE, LONDON EC4Y 0HP

Our Ref : 58278