

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTIONS

- of -

DIPLEMA 323 LIMITED

(PASSED 18 June 1996)

At an Extraordinary General Meeting of the above-named Company duly convened and held at 23 Eyot Gardens, London W6 9TR on 18 June 1996 the following resolutions were duly passed as special resolutions:-

RESOLUTIONS

1. THAT the Memorandum of Association of the Company be altered by deleting the existing sub-clause (A) of Clause 3 and by substituting therefor the new sub-clause (A) set out in the document produced to the meeting and for the purpose of identification signed by the Chairman thereof.
2. THAT the regulations contained in the document produced to the meeting and for the purpose of identification signed by the Chairman thereof be and are hereby adopted as the Articles of Association of the Company to the exclusion of and in substitution for all the existing Articles of Association.
3. THAT the 100 shares of £1 each forming the authorised share capital of the Company immediately prior to the passing of this resolution be and are hereby converted into 100 "A" shares of £1 each.



4. THAT the authorised share capital of the Company be increased from £100 to £5,000 by the creation of 2,400 "A" shares of £1 each and 2,500 "B" shares of £1 each.
5. THAT the directors are generally and unconditionally authorised pursuant to section 80 of the Companies Act 1985 to allot and issue up to 2,498 "A" shares and 2,500 "B" shares within one month of the date of this resolution.

CW Makin
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Director