

No: 3225758

The Companies Acts 1985 to 1989

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTIONS

- of -

CORPEX LIMITED

Passed 17th July 1996

AT an extraordinary general meeting of the above-named Company duly convened and held on the 17th day of July 1996 the following resolutions were duly passed as resolutions of the Company:

SPECIAL RESOLUTIONS

1. That each of the 500 Ordinary Shares of £1 each in the capital of the Company (including the 2 issued Ordinary Shares) be and is hereby subdivided and converted into 10 Non Voting Shares having the rights set out in the Articles of Association to be adopted in Resolution 2; and

that each of the remaining 500 Ordinary Shares of £1 each in the capital of the Company be and is hereby subdivided and converted into 10 Voting Shares having the rights set out in the Articles of Association to be adopted in Resolution 2.
2. That the Articles of Association, a copy of which is attached hereto, be approved and adopted as the new Articles of Association of the Company in substitution for and to the exclusion of the existing Articles of Association of the Company.
3. That the directors be unconditionally authorised for the purposes of Section 80 of the Companies Act 1985 to exercise all the powers of the Company to issue the Non Voting shares and Voting Shares provided that this authority shall expire 5 years from the date of the passing of this resolution and that Section 89 of the Companies Act 1985 and Article 5.1 of the Articles of Association be disapplied in relation to any such issue.


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Chairman

CC1214:

