

Company Number 3227575

THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES

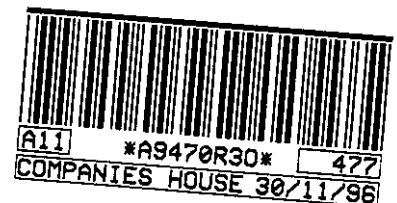
SPECIAL RESOLUTION
of
MILLENNIUM POINT TRUST

AT AN EXTRAORDINARY GENERAL MEETING of the above named Company duly convened and held at Rutland House, 148 Edmund Street, Birmingham, B3 2JR on the 29th day of November 1996, the following Resolution was passed as a Special Resolution:

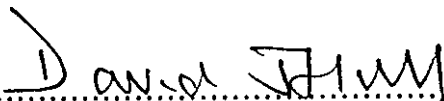
SPECIAL RESOLUTION

That the Articles of Association of the Company be amended by:-

1. The insertion of the definition of "associated persons";
2. The insertion of the words "nor if as a result . . . of the total number" in paragraph 2.1;
3. The insertion of new Articles 2.3 and 2.4;
4. The insertion of new Article 30.2;
5. The insertion of new Article 47.6;
6. The insertion of new Article 48; and
7. The insertion of new Article 55.



As set out in the amended Articles of Association already prepared,
a copy whereof has been initialled for the purpose of identification by
the Chairman



.....
FOR AND ON BEHALF OF RUTLAND DIRECTORS LIMITED
CHAIRMAN