

Company No 3297334

SPECIAL RESOLUTION OF CLEWLEY & CO. LTD.

PASSED 1 AUGUST 1999.

The undersigned, being 100% shareholder of Clewley & Co. Ltd., hereby resolve that with effect from the passing of this resolution

1. The Memorandum of Association of the Company be amended as regards Authorised Share Capital, which will be divided into:-

400	"A"	Ordinary shares of £1.
400	"B"	Ordinary shares of £1.
200		Preference shares of £1

The above shares shall have the rights set out in new Articles of Association to be adopted with this resolution.

2. New Articles of Association will be substituted for all existing Articles of Association.
3. The existing 100 ordinary shares be converted into 40 "B" ordinary shares.

SHAREHOLDER P.A. CLEWLEY - Holder of 100 existing ordinary shares, being 100% of the issued shares of the company.

SIGNATURE

DATE

1 August 1999

