

Company No. 3302749



THE COMPANIES ACTS 1985 AND 1989

PRIVATE COMPANY LIMITED BY SHARES

SPECIAL RESOLUTIONS

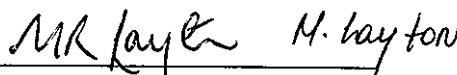
of

HERALDLAND LIMITED

At an extraordinary general meeting of the Company held at 200 Aldersgate Street, London EC1A 4JJ on 13 March 1997 the following resolutions were passed as special resolutions.

SPECIAL RESOLUTIONS

1. THAT the memorandum of association of the Company be altered as follows
 - (i) the deletion of paragraph (i) of clause 3(A) and the substitution for it of the new paragraph (i) clause 3(A) in the form of the annexed draft, initialled by the Chairman for the purpose of identification, in substitution for existing clause 3(A)(i); and
 - (ii) the deletion of clause 3A(iii) in its entirety.
2. THAT new articles of association in the form of the annexed draft, initialled by the Chairman for the purpose of identification, be adopted in substitution for the existing articles of association of the Company.



CHAIRMAN