

**THE COMPANIES ACT 1985**

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**PRIVATE COMPANY LIMITED BY SHARES**

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**SPECIAL RESOLUTION**

**OF**

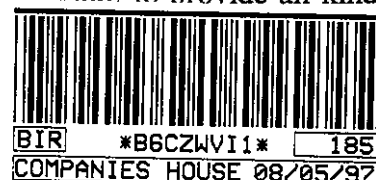
**MALDINI LIMITED**

Pursuant to a resolution in writing passed on the 2 day of April 1997 the following Resolution was duly passed as a Special Resolution:-

**SPECIAL RESOLUTION**

That the Memorandum of Association of the Company be amended with respect to its objects by deleting clause 3.1 thereof and substituting the following therefor:-

"3.1 to carry out all functions of a holding company for this purpose to acquire by purchase, by exchange of shares, or by way of amalgamation, reconstruction or otherwise howsoever the control of businesses and undertakings both commercial and industrial or the holdings of securities of or in any firm, company, corporation or other body or the business concern of any individual or individuals and to operate such businesses concern of any individual or individuals and to operate such businesses either directly or through subsidiary or associated companies or otherwise deal therewith or with the securities thereof as may seem expedient; to take part in the formation, promotion and development of any company; to undertake assignments, commissions, agencies, projects and ventures of every description whatsoever; to carry on any business previously carried by an organisation, firm, company or individual the control of which is acquired as foreshaid: to provide all kinds of



professional and other services, accommodation and facilities for meetings, conferences, displays, exhibitions, education, research and development and services and consultancies connected in any way with finance, insurance, property, investments, advertising and property, employment, staff selection and welfare, secretarial and administrative work, and agency representation; and to provide financial, managerial and administrative advice, services and assistance for any company in which this company is interested and for any other company and all other matters at the discretion of the directors;"

DATED 2 April 1997

  
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Director