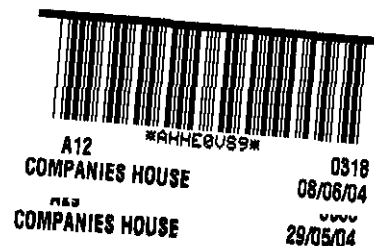


Company Number 3314297

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION(S)

Of ABLEWAY DEVELOPMENTS LIMITED



PASSED the TWENTY FIFTH day of MAY 2004,

AT an EXTRAORDINARY GENERAL MEETING of the above-named Company,
duly convened and held at The Old School, The Stennack, St Ives, Cornwall,
TR26 1QU

On the TWENTY FIFTH day of MAY 2004,

The following SPECIAL RESOLUTION(S) was/were duly passed:-

1. To increase the authorised share capital of the company from £1000 to £1010.
2. To include the following in the articles of the company:

The share capital of the company is £1010 divided into 1000 Ordinary Shares of £1 each ('the Ordinary Shares') and 10 Ordinary B Shares of £1 each ('the B Shares').

Rights attaching to Ordinary Shares and B Shares

(a) Rights as to Profits, Assets and Voting:

- (i) As Regards Income:
The Ordinary Shares and B Shares shall entitle the holders thereof to a dividend on the capital for the time being paid up thereon at a rate for each share class as may from time to time be decided by the Directors.
- (ii) As Regards Capital:
The B Shares have no entitlement to share in distribution other than dividends. All or any B Shares are redeemable at par by the company at any time that the Directors decide.
- (iii) As Regards Voting
The B Shares carry no entitlement to vote.

28/5/04.