

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTIONS

OF

ROGEN INTERNATIONAL (UK) LIMITED

Passed the Twenty First Day of September 1997

At an EXTRAORDINARY GENERAL MEETING of the above named Company, duly convened and held at: 25 New Street Square, London EC4A 3LN on: 21st September 1997, the subjoined SPECIAL RESOLUTIONS were duly passed:-

SPECIAL RESOLUTIONS

1. "THAT the capital of the company be increased to £10,250.00 by the creation of 9,000 further ordinary shares of £1.00 each to rank pari passu in all respects with the existing ordinary shares of the company and 1 'B' ordinary share of £250.00 each and having the rights set out in the articles of association of the company as amended by resolution 2 below".

2. "THAT the articles of association of the company be altered by inserting after article 3 the following new article 3(a).

3(a) The B ordinary share shall confer on the holder the right to a vote to be not more than 20% of the total voting power of the company in general meeting regardless of the number of shares issued by the company. The holder of this share is further entitled to receive dividends from the company."

3. " THAT with effect from the time of the passing of this resolution the directors be and are hereby generally authorised and empowered for the purposes of Section 80 and pursuant to Section 95 of the Companies Act 1985, to allot relevant securities (as defined in that Act) up to the amount of the authorised share capital of the company at the time of the passing of this resolution at any time or times during the period of five years from the date hereof and at any time thereafter pursuant to any offer or agreement made by the company before the expiry of this authority."

4. "THAT the directors be and they are hereby generally and unconditionally authorised pursuant to Section 80 of the Companies Act 1985 to exercise any power of the company to allot and grant rights to subscribe for or to convert securities into shares of the company up to a maximum nominal amount equal to the nominal amount of the authorised but unissued share capital at the date of the passing of this resolution. Provided that the authority hereby given shall expire five years after the passing of this resolution unless (subject to the said Section 80) previously renewed, revoked or varied save that the directors may, notwithstanding such expiry, allot any shares or grant any rights under this authority in pursuance of an offer or agreement so to do made by the company before the expiry of this authority."



*[Signature]*  
Director