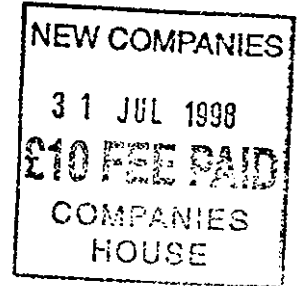


C.O.N 6/8/98

Company No: 3600820

The Companies Act 1985



COMPANY LIMITED BY SHARES

SPECIAL RESOLUTIONS

of

Foray 1132 Limited

Passed 28 JULY 1998

AT an extraordinary general meeting of the Company, duly convened and held on 28 July 1998 the following resolutions were duly passed as special resolutions:

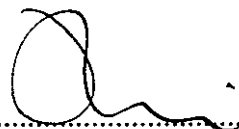
SPECIAL RESOLUTIONS

1. That the name of the Company be changed to **MEB CABLE SYSTEMS** Limited.
2. That with effect from the passing of this resolution:-
 - 2.1 pursuant to the provisions of section 80 of the Companies Act 1985, the Directors are generally and unconditionally authorised to exercise all the powers of the Company to allot relevant securities as defined by such section provided that:-



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- 2.1.1 the maximum amount of such securities which may be allotted under this authority (within the meaning of that section) is £998.00; and
- 2.1.2 this authority shall, unless it is (prior to its expiry) duly revoked or varied or is renewed, expire on the fifth anniversary of the date of this meeting, save that the Company may, before such expiry, make an offer or agreement which will or may require relevant securities to be allotted after such expiry.


.....
Chairman of the Meeting