

No. 3885107

THE COMPANIES ACTS 1985-1989

COMPANY LIMITED BY SHARES

BOURNEAVIA LIMITED

SPECIAL RESOLUTION

Passed *2nd October* 2002

AT an Extraordinary General Meeting of the Company duly convened and held at 89 Trefoil Crescent on the above date the following resolutions were duly passed as a SPECIAL RESOLUTION.

SPECIAL RESOLUTION AND ORDINARY RESOLUTION

SPECIAL RESOLUTION

1. That for the purposes of the issue and allotment of 2 Ordinary 'B' shares in the capital of the Company and pursuant to Article 2(b) of the Articles of Association the Directors shall not be obliged to first offer such ordinary shares to the existing members of the Company pro-rata to their existing shareholdings and any such rights of pre-emption shall accordingly be disapplied.

ORDINARY RESOLUTIONS

1. That the share capital of the Company be increased to 100 £1 shares by the creation of 100 new ordinary 'B' shares of £1.

The rights of the shares are to be as follows:

The redeemable preference shares give no rights to receive notice of, attend, or vote at any general meeting of the company. On a winding up or reduction of capital the redeemable preference shares rank in priority to any return of capital on any other class of shares. The company has the right to redeem at par the whole or any part of the preference shares at any time or times after the date of issue upon giving the holders of the particular shares to be redeemed not less than three months previous notice in writing.



S J Lanham



A41
COMPANIES HOUSE

A19Q2FOW

0815
06/11/02

BOURNEAVIA LIMITED

NOTICE is hereby given that an EXTRAORDINARY GENERAL MEETING of the Company will be held at 89 Trefoil Crescent on 2002 for the purpose of considering and, if thought fit, passing the following resolution, which will be proposed as a SPECIAL RESOLUTIONS:

SPECIAL RESOLUTION AND ORDINARY RESOLUTION

SPECIAL RESOLUTION

2. That for the purposes of the issue and allotment of 2 Ordinary 'B' shares in the capital of the Company and pursuant to Article 2(b) of the Articles of Association the Directors shall not be obliged to first offer such ordinary shares to the existing members of the Company pro-rata to their existing shareholdings and any such rights of pre-emption shall accordingly be disapplied.


ORDINARY RESOLUTIONS

2. That the share capital of the Company be increased to £100 £1 shares by the creation of 100 new ordinary 'B' shares of £1.

The rights of the shares are to be as follows:

The redeemable preference shares give no rights to receive notice of, attend, or vote at any general meeting of the company. On a winding up or reduction of capital the redeemable preference shares rank in priority to any return of capital on any other class of shares. The company has the right to redeem at par the whole or any part of the preference shares at any time or times after the date of issue upon giving the holders of the particular shares to be redeemed not less than three months previous notice in writing.

ORDER OF THE BOARD


.....
S J Lanham - Director

Dated: 2nd October. 2002

BOURNEAVIA LIMITED

Minutes of a meeting of the board of directors of
Bourneavia Limited held at 89 Trefoil Crescent
on 2 October 2002

Present: S J Lanham (Chairman)
M Lanham (Secretary)

1 Opening

The Chairman noted that a quorum of directors was present and declared the meeting open.

2 Extraordinary General Meeting

2.1 There was produced to the Meeting notice convening an extraordinary general meeting of the Company for the purpose of considering and if thought fit passing the following resolution:

2.1.1 to disapply the pre-emption provisions of Article 2(b) of the Articles of Association of the Company with respect to the allotment and issue of 2 Ordinary 'B' shares.

IT WAS RESOLVED that:

2.2 the said notice be approved;

2.3 the extraordinary general meeting be held forthwith; and

2.4 this meeting be adjourned for that purpose.

3 Resumption of Meeting

On resumption of the meeting it was reported that the resolutions submitted to the extraordinary general meeting had been duly passed.

4 Allotment of Shares

IT WAS RESOLVED that 2 Ordinary 'B' shares of £1 be allotted fully paid for cash at par to M Lanham and an appropriate entry be made in the register of members with the issue of share certificates.

5 Filing

The secretary was instructed to file forms 88(2) and a certified copy of the Special Resolution with Companies House and to make the necessary arrangements.

6 Closure

There being no other business the Chairman declared the meeting closed.

A handwritten signature in black ink, consisting of a stylized 'S' followed by a large loop and a horizontal line extending to the right. The signature is positioned above a dotted line.

S J Lanham