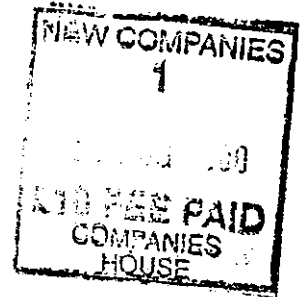


066543
c/n 19-00
COMPANY NO. 4006566



THE COMPANIES ACT 1985 AND 1989
PRIVATE COMPANY LIMITED BY SHARES
WRITTEN RESOLUTIONS
OF
SPEED 8322 LIMITED



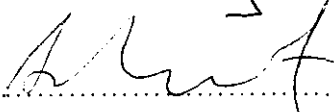
We, the undersigned, being all the Members of the above Company entitled as at the date hereof to receive notice of and to attend and vote at any General Meeting of the Company **HEREBY RESOLVE** as Special Resolutions pursuant to the Articles of Association of the Company as follows:-

- 1 That the name of the Company be, and is hereby changed from "SPEED 8322 LIMITED" to "ELSEBIUS LIMITED"
- 2 That each of the issued and unissued 1000 Ordinary shares of £1 each in the Company be redesignated as 1000 'A' Ordinary Shares of £1 each having attached thereto the rights and privileges set out in the new Articles of Association of the Company to be adopted by Resolution 6 below.
- 3 That the authorised share capital of the Company be increased to £1,500,000 by the creation of an additional 499,000 'A' Ordinary Shares of £1 each in the Company 500,000 'B' Ordinary Shares of £1 each in the Company and 500,000 'C' Ordinary Shares of £1 each in the Company, all such shares having attached thereto the rights and privileges set out in the new Articles of Association of the Company to be adopted by Resolution 6 below.
- 4 That the Directors of the Company be generally and unconditionally authorised in accordance with Section 80 of the Companies Act 1985 ("the Act") to exercise all of the powers of the Company to allot relevant securities (as defined in that Section) up to an aggregate nominal amount of 499,998 'A' Ordinary Shares of £1 each 500,000 'B' Ordinary Shares of £1 each and 500,000 'C' Ordinary Shares of £1 each to such

persons and in such manner as the Directors of the Company think fit PROVIDED THAT this authority shall expire on the date which is five years from the date of the passing of this Resolution save that the Company may before such expiry make an offer or agreement which would or might require relevant securities to be allotted after such expiry and the Directors of the Company may allot relevant securities in pursuance of such an offer or agreement as if the authority conferred hereby had not expired.

- 5 That the Directors of the Company be empowered pursuant to Section 95 of the Act to allot equity securities (as defined in Section 94 of the Act) pursuant to the authority conferred by Resolution 4 above as if Section 89(1) of the Act and Article 3 of the Company's existing Articles of Association did not apply to any such allotment.
- 6 That the Articles of Association of the Company produced to us and, for the purposes of identification, signed by us be adopted by the Company as its New Articles of Association in substitution for, and to the exclusion of, the Company's existing Articles of Association.
- 7 That the Memorandum of Association of the Company be, and is hereby, amended by deleting paragraphs 3(A) and (B) and substituting therefor:-
 - "(A) To acquire by purchase, lease, exchange or otherwise, and to own, any freehold or leasehold property for the benefit of the Company and its Members and to manage, improve, maintain, repair, decorate, renew, alter, service, furnish and administer any part of such property and to provide such administration or other support services as may be necessary to enable each Member to use such property for the furtherance of its objects
 - (B) To carry on any other trade or business which can, in the opinion of the Board of Directors, be advantageously carried on by the Company in connection with any of the above specified objects"

Dated: 22nd August 2000



For and on behalf of

The Association of British Dispensing Opticians