

The Companies Act 1985

Private Company Limited by Shares

SPECIAL RESOLUTIONS of WILLOWCOMBE LIMITED

AT an EXTRAORDINARY GENERAL MEETING of the above-named Company duly convened and held at 16 THAMESPOINT, FAIRWAYS, TEDDINGTON, MIDDLESEX TW11 9PU, on 10th January 2000, the following SPECIAL RESOLUTIONS were duly passed, viz:

RESOLUTIONS

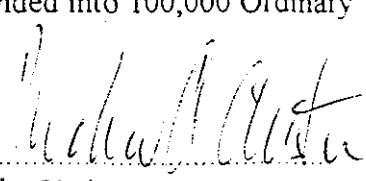
1. THAT the share capital of the Company be increased from £10,000 to £100,000 by the creation of 90,000 further Ordinary Shares of £1 each.
2. THAT the Articles of Association be amended by the adoption of the following clause as Clause 3:

SHARE CAPITAL

3. The Share Capital of the Company is £100,000 divided into 100,000 Ordinary Shares of £1 each.
3. THAT the Directors be authorised to acquire the whole of the issued share capital of Cherryoak Limited, being 100 shares of £1 each.

THAT the consideration be satisfied by the issue and allotment of 2,409 ordinary £1 shares in Willowcombe Limited.

4. THAT the existing Articles of Association be amended by the renumbering of the existing clauses 3-16 as 4-17 (inclusive).
5. THAT Clause 5 of the Memorandum of Association shall also read:-
  5. The Share Capital of the Company is £100,000 divided into 100,000 Ordinary Shares of £1 each.

  
Chairman



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ED1 0087  
COMPANIES HOUSE 01/04/00  
ED3 0148  
COMPANIES HOUSE 18/03/00