

Company No. 03095468

THE COMPANIES ACT 1985

THE COMPANIES ACT 1989

Company Limited by Shares

SPECIAL RESOLUTIONS

of

ANGLIA CONSULTANTS LIMITED

(Passed 30th March 2001)



By an Extraordinary General Meeting of the above-named Company, duly convened and held at 35/37 Exchange Street, Norwich, NR2 1EN on 30th March 2001 the following Resolutions were duly passed as Ordinary Resolutions of the Company:-

ORDINARY RESOLUTION TO INCREASE SHARE CAPITAL

1. That the capital of the Company be increased to £10,000 by the creation of ⁹10,000 Ordinary shares of £1 each ranking pari passu for all purposes with the existing Ordinary shares of £1 in the capital of the Company.

*Anglia
Consultants*

ORDINARY RESOLUTION CAPITALISATION

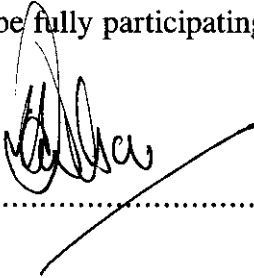
2. That upon the recommendation of the Directors it is desirable to capitalise the sum of £950 being part of the amount standing to the credit of the Company's reserves and accordingly that the Directors be authorised and directed to appropriate the said sum for distribution to the holders of the Ordinary shares of £1 each on the register at the close of business on 29th March 2001 in the proportion to the amounts paid up on the issued Ordinary shares of £1 each then held by them respectively and to apply such sum on behalf of such holders in paying up in full 950 of the unissued Ordinary shares of £1 in the capital of the Company, such shares to be allotted and distributed, credited as fully paid up, to and amongst such holders in the proportion of 20 new shares for every one Ordinary share held on that date and that such shares shall rank for all purposes pari passu with the existing issued Ordinary

shares of the Company; provided that this authority shall expire 5 years from the date hereof.

ORDINARY RESOLUTION RE-DESIGNATION OF SHARES

3. That:

- (i) The 1,400 fully paid Ordinary shares of £1 each be designated "A Ordinary Shares" of £1 each
- (ii) That a further 1,400 unissued Ordinary shares of £1 be designated as follows "B Ordinary shares" 574, "C Ordinary Shares" 504, "D Ordinary Shares" 140, "E Ordinary Shares" 70, "F Ordinary Shares" 70, "G Ordinary Shares" 14, "H Ordinary Shares" 14 and "I Ordinary Shares" 14;
- (iii) The "A Ordinary Shares", "B Ordinary Shares", "C Ordinary Shares", "D Ordinary Shares", "E Ordinary Shares", "F Ordinary Shares", "G Ordinary Shares", "H Ordinary Shares" and "I Ordinary Shares" will all rank pari passu and shall have full voting rights and be fully participating.



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Chairman

Registered Office:

Oak Lodge
School Lane
Little Melton
Norwich
NR9 3LB