COMPANY NO: 02156356

The Companies Act 1985
Company Limited by Shares

TUESDAY

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COMPANIES HOUSE

RESOLUTIONS

of

REFERENCE POINT LIMITED

Passed the 14th August 1995

At an Extraordinary General Meeting of the Company duly convened and held at 70 Cadogan Lane, London SW1X 9SG the following Resolutions were duly passed as SPECIAL RESOLUTIONS of the Company:-

SPECIAL RESOLUTIONS

1. THAT the authorised share capital of the Company of 100,000 Ordinary Shares of £1 each shall be and is hereby re-designated as 10,000 "A" Ordinary Shares of £1 each and 90,000 "B" Ordinary Shares of £1 each, the rights and restrictions attached to the shares as expressly provided by the Articles of the Company.

2. THAT as a consequence of the passing of the above resolution the issued capital of the Company be and is hereby re-designated as follows:-

Name:	Number of shares:
Beric Quintin Davis	510 "A" Ordinary Share of £1 each
Tanya Morris-Davis	490 "A" Ordinary Share of £1 each

3. THAT Clause 5 of the Company's Memorandum of Association be and is hereby deleted and that the following be adopted as a new Clause 5 in place thereof:-

   "The Share Capital of the Company is £100,000 divided into 10,000 "A" Ordinary Shares of £1 each and 90,000 "B" Ordinary Shares of £1 each.

4. THAT the Articles of Association shall be and are hereby amended by the insertion of the following new Article as Article 4(a):

   SHARE CAPITAL

   4(a). "The Share Capital of the Company is £100,000 divided into 10,000 "A" Ordinary Shares of £1 each and 90,000 "B" Ordinary Shares of £1 each. The rights, privileges and restrictions attaching to the Share Capital of the Company shall be as follows, viz.:

(i) As Regards Income:

The holders of the "A" Ordinary Shares and "B" Ordinary Shares shall rank pari passu with regard to entitlement to dividend except that the directors may at anytime resolve to declare different dividends or a dividend on one or the other class of share to the exclusion of the other class.

(ii) As Regards Voting:

The holders of the "A" Ordinary Shares shall be entitled to receive notice of, or attend, or vote at any general meeting of the Company. The holders of the "B" Ordinary Shares shall not be entitled to receive notice of, or attend, or to vote at any general meeting of the Company.

(iii) As Regards Capital:

In the case of a winding up, the holders of the "A" Ordinary Shares shall be entitle to participation in the distribution of the surplus assets on winding-up.

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Beric Quintin Davis
Chairman