

~ ~ *Special Resolution* ~ ~

(Pursuant to §378(2) of the Companies Act 1985)

Company Number.....4472596.....

Company Name.....STAFFORDSHIRE CONSULTANCY LIMITED.....

Passed 28 TH JUNE 2002

At an EXTRAORDINARY GENERAL MEETING of the above named Company, duly convened, and held at

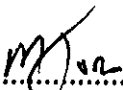
- ♦ THE COMPANY'S REGISTERED OFFICE
- ♦
- ♦

on the 28th day of June, 2002, the subjoined SPECIAL RESOLUTION was duly passed, viz.:-

RESOLUTION

IT WAS UNANIMOUSLY RESOLVED TO REDESIGNATE TEN (10) AUTHORIZED ORDINARY SHARES INTO ORDINARY "B" SHARES.

THESE SHARES ARE TO RANK THE SAME AS THE EXISTING ORDINARY SHARES APART FROM THEIR DIVIDEND RIGHTS WHICH WILL BE DEPENDENT ON RESOLUTIONS MADE AT THE COMPANY'S EXTRAORDINARY GENERAL MEETINGS

Signature..........  
(Director / Secretary)

