

Company Number: 4050242

The Companies Act 1985
Private Company Limited by Shares
SPECIAL
RESOLUTIONS

of

INGENIOUS CONSULTING LIMITED



AT an EXTRAORDINARY GENERAL MEETING of the above named Company
duly convened and held at *8 LOMBARD ROAD, LONDON SW19 3TE*
on *30 NOVEMBER 2002*

the following SPECIAL RESOLUTIONS were duly passed, viz:

RESOLUTIONS

1. THAT the existing 1,000 Ordinary Shares of 10p each 50 of which are held by Stuart Keasley and 50 of which are held by Jeremy Nolan, be and are hereby designated "A" Ordinary Shares.
2. THAT the Share Capital of the Company be increased from £100 to 1,100 by the creation of a further 1,000 "B" Ordinary Shares of £1 each.
3. THAT the Articles of Association be amended by the adoption of the following clause as Clause 2:-

SHARE CAPITAL

2. The Share Capital of the Company is £1,100 divided into 1,000 "A" Ordinary Shares of 10p each and 1,000 "B" Ordinary Shares of £1 each. To each class of Share the following rights and restrictions shall attach.

(i) **As Regards Voting.**

"A" Ordinary Shares:

The holders thereof shall be entitled to receive notice of and to attend any General Meeting of the Company and shall be entitled to one vote for every "A" Ordinary Share held.

"B" Ordinary Shares:

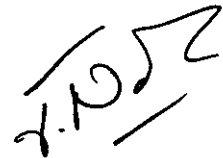
The holders thereof shall be entitled to receive notice of and to attend any General Meeting of the Company but shall not be entitled to any voting rights whatsoever.

(ii) **As regards Dividend**

The "A" Ordinary Shares and the "B" Ordinary Shares shall be entitled to varying rates of dividend as declared by the Company from time to time.

The "A" Ordinary Shares and the "B" Ordinary Shares shall rank pari passu in all other respects.

4. THAT the existing Articles of Association be amended by the renumbering of the existing Clauses 2 to 11 as 3 to 12 (inclusive).



JEREMY NOLAN,
CHAIRMAN

30.11.02.