

Company No: 1439213

THE COMPANIES ACT 1985  
COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

OF

HHT PLC

PASSED 4 April 2002



At an Extraordinary General Meeting of the above-named Company duly convened and held at HHT PLC, Heath Rd, Daitonon on 4 April 2002 the following resolution was duly passed as a special resolution of the Company:

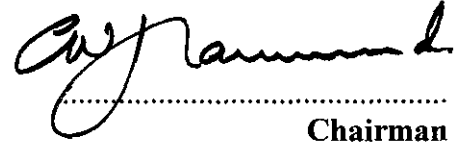
SPECIAL RESOLUTION

- “1. THAT pursuant to the provisions of section 53 of the Companies Act 1985, the Company be re-registered as a private company;
2. THAT the name of the Company be changed to HHT Limited;
3. THAT the Memorandum of Association of the Company be amended to reflect the re-registration of the Company, namely by deleting the word “public” in clause 2 and replacing it with the word “private”;
4. THAT the Memorandum of Association be amended by the addition of the following clause 4.22:-

“To the extent that the same is permitted by law, to give financial assistance for the purpose of the acquisition of shares in the Company or in the Company's holding company (as that term is defined by section 736 of the Companies Act 1985) for the time being and/or for the purpose of reducing or discharging a liability incurred for the purpose of such an acquisition and to give such assistance by means of a gift, loan or guarantee, indemnity, the provision of security or otherwise howsoever permitted by law.”

5. THAT the 16,666 ordinary shares of £1.00 each in the capital of the Company held by John Houseman be redesignated as “A” ordinary shares of £1.00 each, all of such “A” ordinary shares having the rights attached to them as set out in the new articles of association referred to in paragraph 5 below (“the New Articles”); and

6. THAT the regulations contained in the printed document put before the Meeting and for the purpose of identification signed by the Chairman be approved and adopted as the Articles of Association of the Company in substitution for and to the complete exclusion of all the existing Articles of Association of the Company.”



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Chairman