

Company No. 770834

**The Companies Act 1985
Private Limited Company by Shares**

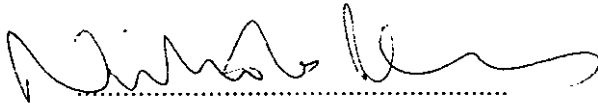
SPECIAL RESOLUTION OF PERRY PUBLICATIONS LIMITED
Passed on NOVEMBER 7th 1997

At an Extraordinary General Meeting of the above-named Company duly convened and held on the above date the following Resolution was duly passed as a Special Resolution of the Company:

SPECIAL RESOLUTION

“THAT:

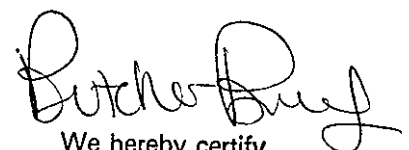
the power of the Company to reduce its share capital be exercised to reduce the capital of the Company from £1,542,953 divided into 1,542,953 Ordinary Shares of £1.00 each of which 1,452,953 are in issue to £100,000 divided into 100,000 Ordinary Shares of £1.00 each of which 10,000 are in issue by cancellation of 1,442,953 Ordinary Shares of £1.00 which have been issued and are fully paid up.



CHAIRMAN

Dated: [NOVEMBER 7th 1997

U:\WP3\CLARE\DOCUMENTS\PECRS2.PER



We hereby certify
this to be a true copy
of the original