

NI 18941

The Companies (Northern Ireland) Order 1986

SANGERS (NORTHERN IRELAND) LIMITED (the "Company")

SPECIAL RESOLUTION



00046643

At an extraordinary General Meeting of the members of the Company duly convened and held at 2 Marshalls Road, Belfast BT5 6SR on the 15th day of June 2004 at 9.30am, the following Special Resolution was duly passed:-

"That the current clause 3(L) of the Memorandum of Association of the Company be renumbered as 3(L)(1) and the following new clause be inserted as clause 3(L)(2):-

"3 (L)(2)

To guarantee, grant indemnities in respect of, enter into any suretyship or joint obligation, or otherwise support or secure, whether by personal covenant or direct obligation or by mortgaging or charging all or any part of the undertaking, property and assets (present and future) and uncalled capital of the Company, or by indemnity or undertaking or by issuing any security of the Company by way of mortgage, or by any one or more or all of such methods or by any other method, and whether in support of such guarantee or indemnity or suretyship or joint obligation or otherwise, the payment or repayment of any debts or the performance of any obligations commitments contracts or engagements of any company, firm, association, undertaking or person (including, without prejudice to the generality of the foregoing, the payment of any capital, principal, dividends or interest on any notes, stocks, shares, debentures, debenture stock, bonds or other securities of any person, authority (whether supreme, local, municipal or otherwise) or company), including (without prejudice to the generality of the foregoing) any company which is for the time being a subsidiary company or holding company of the Company or is a subsidiary of such holding company or otherwise associated with the Company in business or through shareholdings and to provide security and to give guarantees and indemnities (whether secured or unsecured) of all kinds in any manner including in particular by the creation of charges or mortgages (whether legal or equitable) or floating charges or the issue of debentures charged upon all of the undertaking, property, assets and rights of the Company both the present and future including its goodwill and uncalled capital and whether in support of such guarantees, indemnities and otherwise notwithstanding the fact that the Company may not receive any consideration, advantage or benefit, direct or indirect, from entering into such guarantee or indemnity or suretyship or joint obligation or other arrangement or transaction contemplated herein."

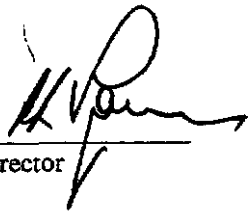
DEPARTMENT OF ENTERPRISE
TRADE AND INVESTMENT
REGISTRY

16 JUL 2004

COUNTER RECEIVED

Signed:

Director

A handwritten signature in black ink, appearing to be 'H. P. ...', written over a horizontal line.

Dated:

15th June

2004