

*The Companies Act 1985*

*Company Number: 2737626*

**SPECIAL RESOLUTION**

*of*

**WEREWORLD LIMITED**

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At an Extraordinary General Meeting of the Members of the above named Company, duly convened and held at 110 Whitechurch Road, Cardiff, CF4 3LY on the 30th day of October 1992, the following Special Resolution was duly passed:

**AMENDMENT TO  
MEMORANDUM  
OF ASSOCIATION:** *IT WAS RESOLVED* that the Memorandum of Association of the Company be amended by the deletion of the existing clause 3(A) of the Memorandum of Association and by substituting therefor the following to be numbered 3(A):

To carry on business as management consultants and advisers in all matters relating to the organisation, financing, administration and management of any business, charitable or social concern, public authority or other body or undertaking and to investigate the condition, value, circumstances and prospects of the same, to engage in research and organise, promote and provide facilities for management training and development courses, conferences, seminars and demonstrations, to design, make, sell or hire out any films, recordings and teaching aids and presentations, and to prepare, print and publish any books, papers, news-letters, statistics, forecasts, general information and reports relating to any business or concern or any industry, market or commercial sector; to provide the services of research, production, marketing, sales, personnel, accounting, computing, secretarial and administrative staff and consultants; to promote or propose such methods, procedures and measures as may appear desirable and to be dealers in and agents or representatives for all such goods, products, processes, systems, materials and services as may be required by persons having dealings with the Company.

**DIRECTOR:**.....  
(An Authorised Signatory on behalf of Combined Nominees Limited)

**PRESENTED BY: ICC COMPANY FORMATIONS**  
110 WHITCHURCH ROAD  
CARDIFF  
CF4 3LY

*The Companies Act 1985*

*Company Number: 2737626*

**ORDINARY RESOLUTION**

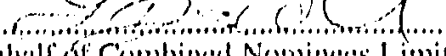
*of*

**WEREWORLD LIMITED**

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At an Extraordinary General Meeting of the Members of the above named Company, duly convened and held at 110 Whitechurch Road, Cardiff, CF4 3LY, 30th day of October 1992, the following Ordinary Resolution was duly passed:

**INCREASE IN  
NOMINAL SHARE  
CAPITAL:**

**IT WAS RESOLVED** that the authorised share capital of the Company be and is hereby increased from £100 to £10,000 by the creation of a further 9,900 Ordinary Shares of £1.00 each, ranking pari passu in all respects with the existing share capital of the Company.

**DIRECTOR:**.....  
(An Authorised Signatory on behalf of Combined Nominees Limited)

**PRESENTED BY : ICC COMPANY FORMATIONS**  
110 WHITECHURCH ROAD  
CARDIFF  
CF4 3LY