

2459785

(3)

THE COMPANIES ACT 1985 TO 1989

A PRIVATE COMPANY LIMITED BY SHARES

SPECIAL RESOLUTIONS

OF

EARTH LIMITED

Passed 1st September, 2004

AT an EXTRAORDINARY GENERAL MEETING of the above named company duly convened and held on Wednesday 1st September 2004, at 12.00pm at 2 Durand Gardens, London SW9 0PP, the following resolutions were duly passed as a SPECIAL RESOLUTIONS

SPECIAL RESOLUTION

Reclassification of 'C' Ordinary Shares

THAT 10,000 'C' Ordinary Shares of £0.01 held by Ian Allcock be reclassified as 10,000 'D' Ordinary Shares of £0.01 each having the rights and conditions as laid out in the new Article 4 of the amended Articles of Association of the Company.

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SPECIAL RESOLUTION

Amendment to the Articles of Association

THAT the Articles of Association of the Company be amended by the adoption of the following clause as a new Article 4 :-

(a) The Company's authorised share capital is £100,500 divided into 50,000 voting 'A' shares of £1 each, 50,000 non-voting 'B' shares of £1 each, 25,000 non-voting 'C' shares of £0.01 each and £25,000 non-voting 'D' shares of £0.01 each. The non-voting 'C' and 'D' shares confer no winding-up rights.

The shares in the original or any increased capital may be divided into several classes, and there may be attached thereto respectively any preferential, deferred or other special rights, privileges, conditions or restrictions as to dividend, capital, voting or otherwise.

(b) Holders of 'B' Ordinary shares in the capital of the Company shall have a right to receive notice of all and any General Meeting duly convened by the Company but shall have no right to attend and vote at any such General Meeting. Such holders of 'B' Ordinary shares shall carry a right to receive a dividend where declared to the holders of such shares and shall have a right to participate in any winding up of the Company.

(ii) Holders of 'C' Ordinary shares in the capital of the Company shall have a right to receive notice of all and any General Meeting duly convened by the Company but shall have no right to attend and vote at any such General Meeting. Such holders of 'C' Ordinary shares shall carry a right to receive a dividend where declared to the holders of such shares but shall have no right to participate in any winding up of the Company.

(iv) Holders of 'D' Ordinary shares in the capital of the Company shall have a right to receive notice of all and any General Meeting duly convened by the Company but shall have no right to attend and vote at any such General Meeting. Such holders of 'D' Ordinary shares shall carry a right to receive a dividend where declared to the holders of such shares but shall have no right to participate in any winding up of the Company.

(iii) Any variation proposed in the rights of the holders of 'B', 'C' and 'D' Ordinary shares shall only be valid if approved at a class meeting of the holders of such shares by an extraordinary resolution being three – quarter majority of those attending and voting at such meeting and any such changes approved at subsequent General Meeting of the company duly convened and held.

3. SPECIAL RESOLUTION

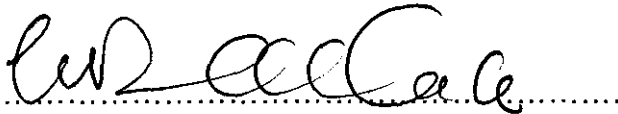
Amendment to the Memorandum of Association

THAT the Memorandum of Association of the Company be amended as follows:

Clause 5 to be deleted and substituted by the following clause:

The Company's authorised share capital is £100,500 divided into 50,000 voting 'A' shares of £1 each, 50,000 non-voting 'B' shares of £1 each, 25,000 non-voting 'C' shares of £0.01 each and 25,000 non-voting 'D' shares of £0.01 each. The non-voting 'C' and 'D' shares confer no winding-up rights.

The shares in the original or any increased capital may be divided into several classes, and there may be attached thereto respectively any preferential, deferred or other special rights, privileges, conditions or restrictions as to dividend, capital, voting or otherwise.

A handwritten signature in dark ink, appearing to be 'W. D. C. C. C.', written over a dotted line.

Chairman