

THE COMPANIES ACT 1985-1989
PRIVATE COMPANY LIMITED BY SHARES
STAR DIAMOND COMPANY LIMITED
COMPANY NUMBER 0459576

SPECIAL RESOLUTIONS OF THE COMPANY
Dated **20:12:2000**

At a general meeting of the Company duly convened and held on **20:12:2000** at 94 Saffron Hill London EC1N 8PT the undermentioned resolutions were duly passed as Special Resolutions

SPECIAL RESOLUTIONS

- (A) To amend the Company's Articles of Association by deleting Articles 3A and inserting the following new Article 3A.

"3A Subject to the provisions of Part V of the Companies Act 1985 the company may:-

pursuant to s.159 of that Act issue shares which are to be redeemed or are liable to be redeemed at the option of the Company or the shareholder on such terms and in such manner as shall be provided by the Articles of the Company;

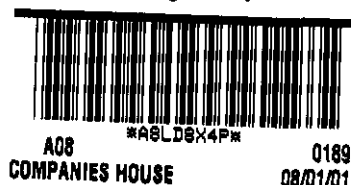
pursuant to s.162 of that Act purchase its own shares (including any redeemable shares);

pursuant to s.171 of that Act make a payment out of capital in respect of the redemption or purchase;

pursuant to S.155 of that Act give financial assistance for the purchase of its own shares or those of its holding company."

- (B) To further amend the Company's Articles of Association by inserting the following new Article numbered 58A.

"58A. A resolution in writing signed by or on behalf of each member who would have been entitled to vote upon it if it had been proposed at a general meeting at which he was present shall be as effectual as if it had been passed at a general meeting duly convened and held and may consist of several instruments in the like form each signed by or on behalf of one or more members."



- (C) To further amend the Company's Articles of Association by deleting Article 79 and replacing it by the following new Article numbered 79:-

“79(1). Subject to the provisions of the Statutes, and provided that he has disclosed to the directors the nature and extent of any material interest of his, a director notwithstanding his office:-

- (a) may be a party to, or otherwise interested in, any transaction or arrangement with the company or in which the company is otherwise interested;
- (b) may be a director or other officer of, or employed by, or a party to any transaction or arrangement with, or otherwise interested in, any body corporate promoted by the company or in which the company is otherwise interested; and
- (c) shall not, by reason of his office, be accountable to the company for any benefit which he derives from any such office or employment or from any such transaction or arrangement or from any interest in any such body corporate and no such transaction or arrangement shall be liable to be avoided on the ground of any such interest or benefit.

79(2). For the purposes of Article 79(1):-

- (d) a general notice given to the directors that a director is to be regarded as having an interest of the nature and extent specified in the notice in any transaction or arrangement in which a specified person or class of persons is interested shall be deemed to be a disclosure that the director has an interest in any such transaction of the nature and extent so specified; and
- (e) an interest of which a director has no knowledge and of which it is unreasonable to expect him to have knowledge shall not be treated as an interest of his.

79(3). A director may vote, at any meeting of the directors or of any committee of the directors, on any resolution, notwithstanding that it in any way concerns or relates to a matter in which he has, directly or indirectly, any kind of interest whatsoever, and if he shall note on any such resolution his vote shall be counted; and in relation to any such resolution as aforesaid he shall (whether or not he shall vote on the same) be taken into account in calculating the quorum present at the meeting.”

SIGNED
Chairman

