

THE COMPANIES ACT 1985**WRITTEN RESOLUTIONS OF
PENTRE GROUP LIMITED****Company number 2514415****(Passed on 4th February 2004)**


We the undersigned, being the only member entitled to attend and vote at general meetings of the Company hereby pass the following resolutions pursuant to Section 318A of the Companies Act 1985, such resolutions to take effect as special resolutions as if passed at a general meeting of the Company duly convened and held.

SPECIAL RESOLUTIONS

1. That the Company's Memorandum of Association be and is hereby amended by the insertion of a new paragraph 3.25 to be added to Clause 3 as follows:

"To the extent that the same is permitted by law, to give financial assistance for the purpose of the acquisition of shares in the Company or the Company's holding company for the time being (as defined by Section 736 of the Companies Act 1985) and to give such assistance by any means howsoever permitted by law";

and by the subsequent renumbering of the following paragraphs of Clause 3.


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For and on behalf of Locker Investments Limited

Dated 4/2/04



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COMPANIES HOUSE

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07/02/04