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THE COMPANIES ACT 1985
PRIVATE COMPANY LIMITED BY SHARES

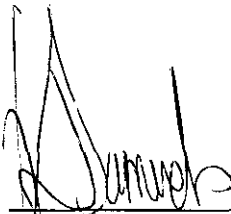
RESOLUTION
OF
ALLIANCE CAPITAL LIMITED

The following resolution was passed a Special Resolution of the above-named company (the "Company") in accordance with the Articles of Association on 13 January 2004.

SPECIAL RESOLUTION

That the Articles of Association of the Company be amended by the deletion of Article 11 in its entirety and its replacement with the following Article:

"11. In addition to the powers to delegate contained in Regulation 72, the Directors may delegate any of their powers to any committee consisting of one or more Directors and any one or more co-opted persons. Insofar as any such power is so delegated any reference in the Regulations or Articles to the exercise by the Directors of such power shall be read and construed as if it were a reference to such committee. The Directors may authorise the co-option to a committee of persons other than Directors and for such co-opted members to have voting rights as members of the committee but so that no resolution of the committee shall be effective unless the Chairman of the Board of Directors or his alternate is present at the meeting. Regulation 72 shall be modified accordingly."



Donna Samuels
Company Secretary

20/1/04

Date

