

Company Number: 2582519

THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES
RESOLUTIONS OF BAYTOR LIMITED

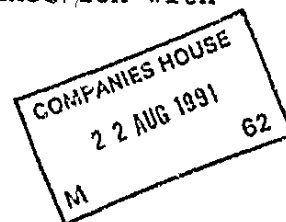
At an Extraordinary General Meeting of Baytor Limited duly convened and held at 900 Jackson Street, Dallas, Texas 75202, USA on 12th June 1991 the following resolutions were duly passed as special resolutions of the Company:

THAT:

The Articles of Association of the Company be amended as follows:

- (i) by the addition of the following words in Article 3 after the words "provisions of this Article"

"Save always that none of the above provisions of this Article shall apply in respect of any Share which is the subject of an equitable charge in favour of NCNB Texas National Bank as agent (the "Agent") for the Lenders (as defined in a loan agreement to be dated on or around 11th June, 1991) and where the security which is created thereby is or is required to be realised by the security holder or a receiver appointed thereunder and a transfer of any Share, whether to the Agent or its nominee(s), successors or assigns or any purchaser from any of the aforementioned persons or to any other person, is or is required to be effected in pursuance of or in connection with such realisation.";



(ii) by the addition after Article 10 of the following:-

11. In its Application to the Company Regulation 88 of Table A shall be modified by the deletion of the third sentence thereof and the substitution therefor of the following sentence:-

"Notice of a meeting shall be given in the manner determined by resolution of the Board from time to time to all directors including any director who is absent from the United Kingdom".

12. Any director who participates in the proceedings of a meeting by means of a communication device (including a telephone) which allows all the other directors present at such meeting (whether in person or by alternate or by means of such type of communication device) to hear at all times such director and such director to hear at all times all other directors present at such meeting (whether in person or by alternate or by means of such type of communication device) shall be deemed to be present at such meeting and shall be counted when reckoning a quorum.

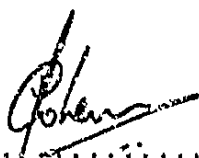
(iii) By renumbering the existing Articles 11 and 12 as Articles 13 and 14 respectively;

(iv) by the addition of the following words in the old Article 12 now to be re-numbered Article 14 after the words "whether or not it is a fully paid Share"

"Provided always that none of the above provisions of this Article shall apply in respect of any Share which is the subject of an equitable charge in favour of the Agent (as defined in Article 3), as agent for the Lenders (as defined in Article 3) and where the security which is created thereby is or is required to be realised by the security holder or a receiver appointed thereunder and a transfer of any Share is or is required to be effected in pursuance of or in connection with such realisation and the Directors shall approve and register any transfers of any shares in the capital of the Company to the Agent, or its nominee(s), successors or assigns, or any purchaser from any of the aforementioned persons".

Dated 12TH June 1991.

BY ORDER OF THE BOARD



 Secretary
 For and on behalf of
 B M SECRETARIES LIMITED

REGISTERED OFFICE
 7 St Bride Street
 London EC4A 4AT