

2676407

METLIFE INVESTMENTS LIMITED

RESOLUTIONS IN WRITING of the Members
of the above Company passed
October 28, 1992 in accordance with the
Articles of Association of the Company.

ORDINARY RESOLUTIONS

- 1 THAT the capital of the Company be increased from £200 to £1,000,000 by the creation of a further 999,800 ordinary shares of £1 each to rank pari passu in all respects with the existing ordinary shares of £1 each in the capital of the Company.
- 2 THAT:-
 - 2.1 the Directors be generally and unconditionally authorized pursuant to and in accordance with Section 80 of the Companies Act 1985 to exercise for the period of five years from the date of the passing of this Resolution all the powers of the Company to allot relevant securities up to the aggregate nominal amount of £999,900;
 - 2.2 by such authority the Directors may make offers or agreements which would or might require the allotment of relevant securities after the expiry of such period; and
 - 2.3 words and expressions defined in or for the purposes of the said Section 80 shall have the same meanings in this Resolution.

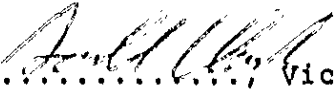
SPECIAL RESOLUTION

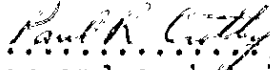
- 3 THAT the Articles of Association of the Company be and are hereby altered as follows:-
 - 3.1 by deleting the existing Article 2 and substituting therefor the following new Article 2:-

'LINKLATERS & PAINES'
BARRINGTON HOUSE,
59 67, GRESHAM STREET
LONDON EC2V 7A

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"2. The share capital of the Company as at October 28, 1992 is £1,000,000 divided into 1,000,000 ordinary shares of £1 each."


..... Vice President
For and on behalf of
MetLife Investment Management
Corporation


..... President
For and on behalf of
23rd Street Investments,
Inc.

MetLife Investments Limited (RJA)
Barrington House
59-67 Gresham Street
London EC2V 7JA