

Company No. 2860996

THE COMPANIES ACTS 1985 AND 1989

UNLIMITED PRIVATE COMPANY

RESOLUTIONS IN WRITING

of

J.P. MORGAN WHITEFRIARS (UK)

J.P. Morgan Whitefriars Inc and J.P. Morgan Financial Investments Limited, being all the members of the Company who at the date of these resolutions are entitled to attend and vote at a general meeting of the Company, RESOLVE, in accordance with section 381A of the Companies Act 1985, to pass the following as a written resolution:

THAT the Company's articles of association be altered by the deletion and substitution of articles 8.1 and 8.2 with the following new articles:

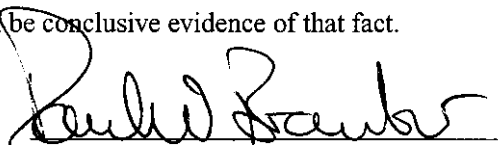
8.1 Notwithstanding anything contained in these articles, the directors shall not decline to register any transfer of shares or suspend the registration of any shareholder where such transfer is:

8.1.1 an involuntary transfer upon death, dissolution, liquidation, bankruptcy or insolvency of the member or as otherwise required by law;

8.1.2 executed by or in favour of (i) any bank or institution having a security interest in such shares or (ii) any third party purchasers of such shares, subject to article 8.2; and

8.2 The presentation of the share certificates in relation to the relevant shares and the duly executed stock transfer forms in respect of such shares, by any official of such bank or institution having a security interest in the shares or by a third party purchaser of the shares shall be conclusive evidence of that fact.

SIGNATURE:



for and on behalf of J.P. Morgan Whitefriars Inc

DATE:

23 December 2003

SIGNATURE:

for and on behalf of J.P. Morgan Financial Investments Limited

DATE:



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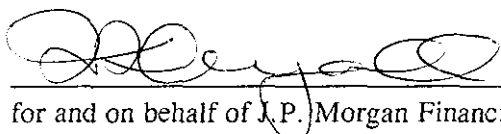
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 - 8.1.2 executed by or in favour of (i) any bank or institution having a security interest in such shares or (ii) any third party purchasers of such shares, subject to article 8.2; and
- 8.2 The presentation of the share certificates in relation to the relevant shares and the duly executed stock transfer forms in respect of such shares, by any official of such bank or institution having a security interest in the shares or by a third party purchaser of the shares shall be conclusive evidence of that fact.

SIGNATURE:

for and on behalf of J.P. Morgan Whitefriars Inc

DATE:

SIGNATURE:



for and on behalf of J.P. Morgan Financial Investments Limited

DATE:

19 December 2003