

Company No. 3021535

THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES

ORDINARY AND SPECIAL RESOLUTIONS

- of -

842ND SHELF TRADING COMPANY LIMITED

(Passed 5 March 1995)

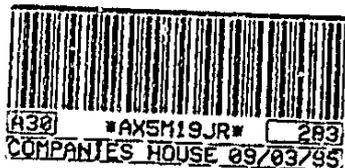
At an Extraordinary General Meeting of the above-named Company duly convened and held on 5 March 1995 at 65 Holborn Viaduct, London EC1A 2DY the following Resolutions were duly passed as Ordinary Resolutions in the case of Resolutions numbered 1 and 2 and Special Resolutions in the case of Resolutions numbered 3 and 4.

ORDINARY RESOLUTIONS

1. That the authorised share capital of the Company be increased from £100 to £500,000,000 by the creation of 499,999,900 Ordinary Shares of £1 each ranking pari passu with the existing Ordinary Shares in the capital of the Company.
2. That the Directors be and they are hereby authorised to allot 499,999,998 Ordinary Shares of £1 each pursuant to Section 80, Companies Act 1985, provided that this authority shall expire on the fifth anniversary from the date hereof.

SPECIAL RESOLUTIONS

3. That the preemption provisions in Section 89, Companies Act 1985 be excluded and shall not apply to the allotment of 499,999,998 Ordinary Shares of £1 each pursuant to the authority granted to the directors at number 1 above.
4. That the Memorandum of Association be altered with respect of the statement of the Company's objects by deleting the existing clause 3 thereof and substituting therefor clause 3 of the altered Memorandum of Association produced to the Meeting marked "A" and signed for the purposes of identification only by the Chairman.



Signed: *T. Ameluz*
Chairman of the Meeting

A3/6837-1/MCG