

MARKSTEAD LIMITED
(COMPANY NUMBER 3025792)

I certify this to be a true copy of the Members Written Resolution dated
20th day of *December* 2000.

"Ordinary Resolution

THAT the share capital of the Company be increased from £300.00 to £429,356.00 by the creation of 429,056 new "B" Ordinary Shares of £1.00 each ranking pari passu in all respects with the existing shares in the capital of the Company and that the memorandum of association of the Company be altered accordingly, and, subject to the Articles of Association from time to time adopted by the Company, the directors be generally and unconditionally authorised to allot the new shares or any of them and any other shares for the time being in the capital of the Company and to grant rights to subscribe for or convert securities into shares up to a maximum amount in any case as aforesaid equal to the nominal amount of authorised but unissued share capital of the Company at any time within five years from the date of passing this resolution to such persons in such proportions upon such terms (except as at a discount) with such rights and restrictions, including but without limit as to differentiation between members of calls, and in such manner as the directors may decide."

Dated *20th* day of *December* 2000

Steven V. Brown
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Chairman

