

Company No. 3377811

The Companies Act 1985

WRITTEN RESOLUTIONS

of

SJC 15 LIMITED

Passed 20 November 1997

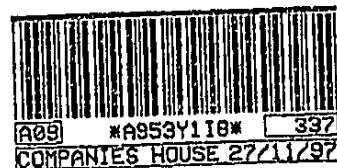
In accordance with section 381A of the Companies Act 1985 the following Resolutions are hereby passed as to Resolutions numbered 1 and 2 as Ordinary Resolutions and as to Resolutions numbered 3, 4 and 5 as Special Resolutions by the sole member of the Company for the time being entitled to receive notice of and attend and vote at a general meeting of the Company:-

Resolutions

- 1 That each of the 1,000 existing issued and unissued Ordinary Shares of £1.00 each in the present capital of the Company each be sub-divided into 10 Ordinary Shares of £0.10 each.
- 2 That the authorised share capital of the Company be and is hereby increased from £1,000 to £172,180 by the creation of an additional 1,712,180 shares of £0.10 each.
- 3 That, pursuant to the provisions of section 80 of the Companies Act 1985, the Directors are generally and unconditionally authorised to exercise all the powers of the Company to allot relevant securities as defined by such section, provided that:-
 - 3.1 the maximum amount of such securities that may be allotted under this authority (within the meaning of that section) is 1,722,160; and
 - 3.2 this authority shall, unless it is (prior to its expiry) duly revoked or varied or is renewed, expire on 31 December 1997 save that the Company may, before such expiry, make an offer or agreement which will or may require relevant securities to be allotted after such expiry;

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and the authority granted by this resolution is in substitution for any authority to allot relevant securities previously granted to the Directors which (to the extent that it remains in force and unexercised) is revoked.

- 4 That the regulations contained in the document attached to these resolutions (and which is initialled by the Secretary for the purposes of identification only) and signed by the Chairman of the Company are approved and adopted as the Articles of Association of the Company in substitution for and to the exclusion of the existing Articles of Association of the Company.

Name of Shareholder

Signature

Date of Signature

George Henry Akins (Snr)



20 / 11 / 97