

COMPANY NO. 3479178

LEMAN INVESTMENTS

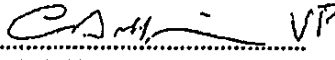
(the Company)

WRITTEN MEMBERS' RESOLUTION

In accordance with section 381A of the Companies Act 1985, WE, being all the members of the Company who at the date of this resolution would be entitled to attend and vote at a general meeting of the Company, AGREE that the following resolution shall have effect as if passed by the Company in general meeting and accordingly WE RESOLVE:

- a) THAT the Articles of the Company be changed and the Articles attached be adopted as the new Articles of the Company; and
- b) THAT the Memorandum of the Company should be amended to reflect the new authorised share capital of £28,000,000 divided into 28,000,000 shares of £1 each.


Chris Ballinger

 VP
on behalf of Bank of America National
Trust and Savings Association

Date: 12/14/97

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