

BUCHLER PHILLIPS (the "Company")

(Registered number 3777089)



WRITTEN RESOLUTIONS OF ALL THE MEMBERS OF THE COMPANY

Written resolutions of the undersigned being all the holders of all of the issued shares of the Company, passed on the date set out next to the signatures below. The resolutions are passed pursuant to Regulation 53 of Table A to the Companies Act 1985 to the effect that such resolutions shall be deemed to be effective as if they had been passed as special resolutions at a general meeting of the Company duly convened and held.

THAT:

1. Pursuant to Section 51 of the Companies Act 1985 (the "Act") the Company be re-registered as a private limited company;
2. The Company be limited by shares and that the authorised share capital of the Company be £1,252 divided into 2 ordinary shares of £1 each and 12,500,000 A Shares of 0.01 pence each;
3. Pursuant to Section 51(3)(a) of the Act, the Company approve and adopt a new Memorandum of Association and amended Articles of Association in the form attached in substitution for the existing Memorandum and Articles of Association of the Company.

DA Cunn (as attorney)
Neil Cooper

7 June 1999
Date

.....
James Gleave

.....
Date

DA Cunn (as attorney)
Frazer Gray

7 June 1999
Date

DA Cunn (as attorney)
Archibald Gray

7 June 1999
Date

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Neil Cooper

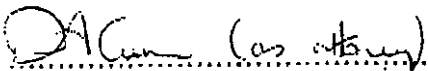
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James Gleave

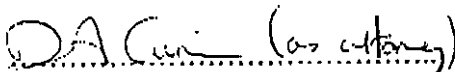
7 June 1999

Date



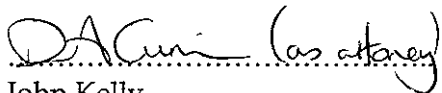
Frazer Gray

Date

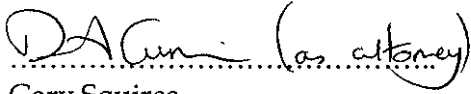


Archibald Gray

Date


John Kelly

7 June 1999
Date


Gary Squires

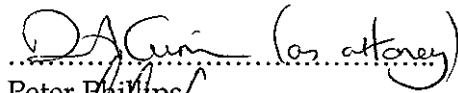
7 June 1999
Date

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David Whitehouse

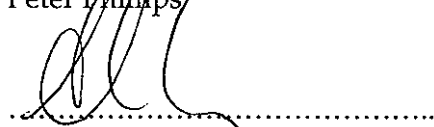
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David Buchler

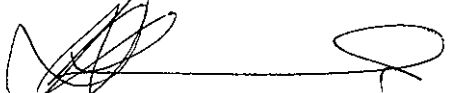
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Peter Phillips

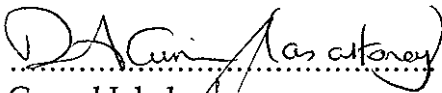
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Simon Freakley

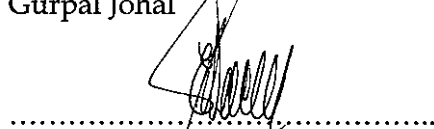
7 June 1999
Date


Lee Manning

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Date


Gurpal Johal

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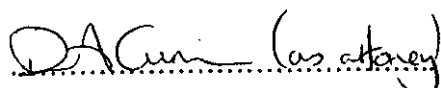
7 June 1999
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Abram Gordon
(for and on behalf of Kroll Associates
U.K. Limited)

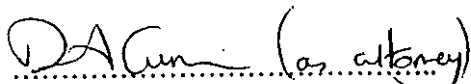
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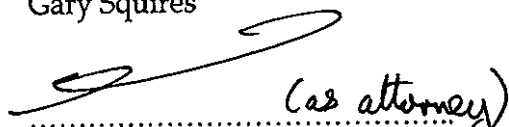
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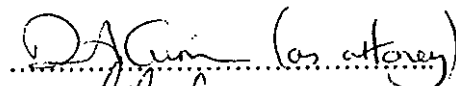
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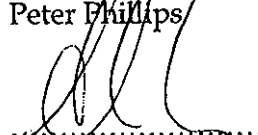
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David Buchler

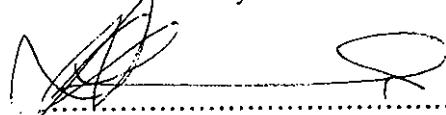
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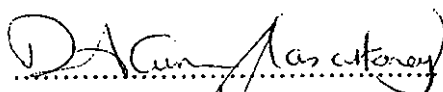
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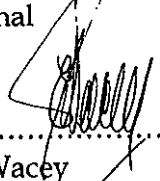
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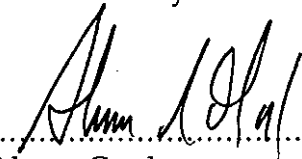
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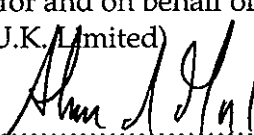
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