

THE COMPANIES ACTS 1985 AND 1989

PRIVATE COMPANY LIMITED BY SHARES

**WRITTEN RESOLUTION
OF
EAGA PARTNERSHIP LIMITED**

We, being all the members of the above named company entitled to attend and vote at general meetings, pass the following resolution as a written resolution pursuant to Section 381A of the Companies Act 1985.

Special Resolution

- 1 to amend the provisions of Article 4.5 by the deletion of the words "after 31st March 2003" in the first line of such Article.

Dated 13 December, 2000


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For and on behalf of Eaga Partnership EBT Limited


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For and on behalf of Eaga Partnership EBT 2 Limited



THE COMPANIES ACTS 1985 AND 1989

PRIVATE COMPANY LIMITED BY SHARES

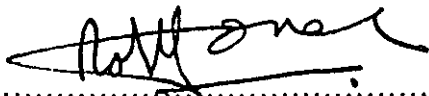
WRITTEN RESOLUTION

OF

THE HOLDERS OF THE PREFERENCE SHARES
OF £1 EACH IN THE CAPITAL OF
EAGA PARTNERSHIP LIMITED
(the "Company") ACTING AS A CLASS

We, being all the members of the Company entitled to attend and vote at a meeting of the holders of Preference Shares of £1 each in the capital of the Company, acting as a class, hereby resolve, as a Special Resolution of such holders, to approve the variation by the Company of the rights attaching to the Preference Shares of £1 each in the capital of the Company by the deletion in Article 4.5 of the Articles of Association of the Company of the words "after 31st March 2003".

Dated 18 January 2001



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For and on behalf of NE Holdings Limited