

Company No: 03985873

THE COMPANIES ACT 1985

J.P. Morgan Investment Management Limited
(the "Company")

RESOLUTION IN WRITING

of the Sole Member of the Company

Passed on

15 December 2004

Written resolution of the member entitled to attend and vote at a General Meeting of the Company pursuant to Section 381A of the Companies Act 1985. We, the undersigned, being *for the time being the sole member of the Company* who, at the date of this Resolution, would be entitled to attend and vote at the General Meetings of the Company hereby pass the following resolutions, resolutions 2 and 3 as Special Resolutions and resolution 1 as an Ordinary Resolution and agree that the said resolutions shall, for all purposes, be as valid and effective as if it had been passed at a General Meeting of the Company duly convened and accordingly we RESOLVE:

Ordinary Resolution

1. That the unissued 100,000,000 Deferred shares of £1.00 each currently in the Company be and are hereby cancelled and that the share capital of the Company be and is hereby diminished by the amount of shares so cancelled.

Special Resolutions

2. That Clause 5 of the Memorandum of Association be amended to read:

5. The Company's share capital is \$200,000,000 divided into 200,000,000 ordinary shares of \$1.00 each.
3. That Clause 3 of the Articles of Association be amended to read:

3. The Company's share capital is \$200,000,000 divided into 200,000,000 ordinary shares of \$1.00 each.

For and on behalf of
Robert Fleming Asset Management Limited

