

Company No. 4277442

THE COMPANIES ACTS 1985 AND 1989

PRIVATE COMPANY LIMITED BY SHARES

RESOLUTIONS IN WRITING

of

TREASUREGLEN LIMITED

Clifford Chance Nominees Limited, being the sole member of the Company who at the date of these resolutions entitled to attend and vote at a general meeting of the Company, RESOLVE, in accordance with section 381A of the Companies Act 1985, to pass the following written resolution:

THAT the Company's memorandum of association be altered by the adoption of a new clause 3(A) in the form of the annexed draft, initialled by the chairman for the purpose of identification, in substitution for existing clause 3(A).

SIGNATURE:

Sarah Jones

SARAH JONES for and on behalf of Clifford Chance Nominees Limited

DATE:

24/9/01



Sr

MEMORANDUM OF ASSOCIATION - NEW CLAUSE 3(A)

3.

- (A) (i) To carry on all or any of the businesses of proprietors, managers, operators, licensees of hotels, restaurants, cafes, boarding houses, licensed victuallers, tea rooms, motels, clubs, casinos, licensed premises, the letting of furnished and unfurnished apartments, flats and/or houses, purveyors of food, accommodation, drink and entertainment, beer, wines and spirits merchants, distillers, brewers, importers and manufacturers of aerated and mineral waters and other drinks, tobacconists and cigar importers and exhibition and conference organisers and promoters.
- (ii) To purchase, take on lease, exchange, lease or otherwise deal in and to hold for the purpose of investment, development or resale or otherwise and to traffic in any freehold, leasehold or other property for any estate or interest whatever, and any options, rights, privileges or easements over or in respect of the same.
- (iii) To carry on business as manufacturers, builders and suppliers of and dealers in goods of all kinds, and as mechanical, general, electrical, marine, radio, electronic, aeronautical, chemical, petroleum, gas civil and constructional engineers, and manufacturers, importers and exporters of, dealers in machinery, plant and equipment of all descriptions and component parts thereof, forgings, castings, tools, implements, apparatus and all other articles and things.
- (iv) To act as an investment holding company and to co-ordinate the business of any companies in which the Company is for the time being interested, and to acquire (whether by original subscription, tender, purchase exchange or otherwise) the whole of or any part of the stock, shares, debentures, debenture stocks, bonds and other securities issued or guaranteed by a body corporate constituted or carrying on business in any part of the world or by any government, sovereign ruler, commissioners, public body or authority and to hold the same as investments, and to sell, exchange, carry and dispose of the same.
- (v) To carry on the businesses in any part of the world as importers, exporters, buyers, sellers, distributors and dealers and to win, process and work produce of all kinds.