

Company Number 4325755

THE COMPANIES ACT 1985

WRITTEN RESOLUTIONS
of
HOLDGROVE LIMITED



Made pursuant to Section 381A of the Companies Act 1985 (as amended)

Passed on ~~30 November~~ 2001

The undersigned, being the sole member for the time being of the Company hereby pass the following resolutions and agree that the said resolutions shall, pursuant to Section 381A of the Companies Act (as amended) 1985 for all purposes be as valid and effective as if the same had been passed at a general meeting of the Company:

ORDINARY RESOLUTIONS

1. That the Company's authorised share capital be increased from £100 to £52,801 by the creation of the following new shares:

52,700 ordinary shares of £1 each; and

1 "A" share of £1 each.

The shares shall have such rights as are set out in the attached new Articles of Association of the Company to be adopted pursuant to resolution 3, below.

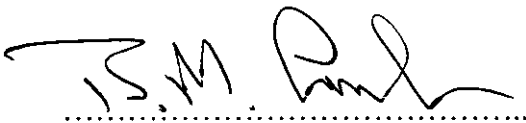
2. That the directors be authorised generally and without conditions under section 80 of the Companies Act 1985 to allot the shares and the rights to shares, which are defined in that section as "relevant securities". They are authorised to allot them for a period of 5 years from the date of this resolution. The directors may, before this authority

expires, make an offer or enter into an agreement which could require them to allot relevant securities after that authority expires. They may allot relevant securities after that authority expires under the terms of such an offer or agreement.

The maximum amount of relevant securities that may be allotted under this authority is £52,800 made up of 52,799 ordinary shares of £1 each and 1 "A" Share of £1 each.

SPECIAL RESOLUTION

3. That the draft regulations initialled for and on behalf of the sole member of the Company for the purposes of identification be adopted as the Articles of Association of the Company in substitution for and to the exclusion of the existing Articles of Association.

A handwritten signature in black ink, appearing to read 'B. M. Conlon', is written over a horizontal dotted line.

Bernard Conlon