

Certified a true copy

Glasgow 15/1/05
[Signature]

for and on behalf of Burness LLP

The Companies Act 1985

Company Limited by Shares

SHAREHOLDER'S WRITTEN RESOLUTION

of

GRANDYARD LIMITED
("the Company")

(Registered Number: 04393442)

We, Dunvale Investments Limited, being the sole member of the Company entitled to receive notice of and attend and vote at meetings of the Company, HEREBY RESOLVE THAT:-

1. the 500 A Ordinary Shares of £1 and 500 B Ordinary Shares of £1 forming the authorised share capital of the Company (including the 100 A Ordinary Shares of £1 and the 100 B Ordinary Shares of £1 that have been issued by the Company) be reclassified as 1000 Ordinary Shares of £1 pursuant to and in terms of the new Articles of Association adopted by resolution 2;
2. the Articles of Association contained within the document attached to this resolution and signed by us for the purposes of identification be adopted as the new Articles of Association of the Company to the entire exclusion of any other Articles of Association of the Company.

[Signature]
for and on behalf of
Dunvale Investments Limited

21 January 2005
Date

