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Company Number: 04464926

THE COMPANIES ACTS 1985 AND 1989

COMPANY LIMITED BY SHARES

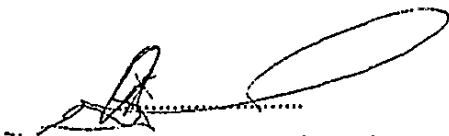
WRITTEN RESOLUTIONS  
OF  
TAVETA INVESTMENTS LIMITED

Passed 28 October 2002

Pursuant to article 8 of the articles of association of the Company, we, the undersigned, being the sole member entitled to attend and vote at any general meeting of the Company in respect of the resolutions set out below, HEREBY AGREE that the following resolutions be passed in the case of resolutions 1,2 and 4 as ordinary resolutions of the Company and in the case of resolutions 3 and 5 as special resolutions of the Company:-

1. THAT each of the existing 100 issued and 900 authorised but unissued ordinary shares of £1 be sub-divided into 10 ordinary shares of 10 pence each having the rights set out in the new articles of association of the Company to be adopted pursuant to resolution 3 below.
2. THAT the authorised share capital of the Company be increased from £1,000 to £11,111,111 by the creation of an additional 111,101,110 ordinary shares of 10 pence each having the rights set out in the new articles of association of the Company to be adopted pursuant to resolution 3 below.

3. THAT the regulations contained in the printed document, a copy of which is attached to this resolution, be adopted as the articles of association of the Company in substitution for the regulations contained in the present articles of association of the Company.
4. THAT in place of all existing authorities the directors be generally and unconditionally authorised pursuant to section 80 of the Companies Act 1985 ("the Act") to allot any relevant securities (as defined in section 80(2) of the Act) of the Company up to a maximum aggregate nominal amount of £11,111,011 for a period expiring (unless previously renewed, varied or revoked by the Company in general meeting) five years after the date on which this resolution is passed, but the Company may make an offer or agreement which would or might require relevant securities to be allotted after expiry of this authority and the directors may allot relevant securities in pursuance of that offer or agreement as if this authority had not expired.
5. THAT in place of all existing powers the directors be generally empowered pursuant to section 95 of the Act to allot equity securities (as defined in section 94(2) of the Act) for cash pursuant to the authority conferred upon the directors in resolution 4 above ("authority") as if section 89(1) of the Act did not apply to the allotment. This power shall cease to have effect when the authority is revoked or (if not revoked) expires but the Company may make an offer or agreement which would or might require equity securities to be allotted after expiry of this power and the directors may allot equity securities in pursuance of that offer or agreement as if this power had not expired.



duly authorised for and on  
behalf of Taveta Limited