

THE COMPANIES ACTS 1985 AND 1989

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PRIVATE COMPANY LIMITED BY SHARES

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RESOLUTIONS IN WRITING

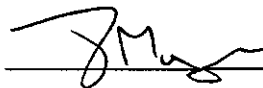
of

VELVETGRANGE LIMITED (the "Company")

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

1. THAT the Company's authorised share capital be increased to £100,000 by the creation of 99,900 shares of £1 each; and
2. THAT the directors be generally and unconditionally authorised, pursuant to section 80 of the Companies Act 1985, to exercise all powers of the Company to allot relevant securities (within the meaning of that section) up to an aggregate nominal amount of £99,999 for a period expiring (unless previously renewed, varied or revoked by the Company in general meeting) on the fifth anniversary of the date of this written resolution but the Company may make an offer or agreement which would be or might require relevant securities to be allotted after expiry of this authority and the directors may allot relevant securities pursuant to that offer or agreement.

SIGNATURE:



for and on behalf of Clifford Chance Nominees Limited

DATE:

28/10/02

