



COMPANY NO. 4667528

ZEPHYR MANAGEMENT U.K. LIMITED

(the Company)

SOLE MEMBER'S WRITTEN RESOLUTION

In accordance with section 381A of the Companies Act 1985, I/We, the sole member of the Company who at the date of this resolution would be entitled to attend and vote at a general meeting of the Company, **Declare** that the following resolution shall have effect as if passed by the Company in general meeting and accordingly I/We **Resolve**:

THAT the authorised share capital of the Company be increased from £100 to £25,000.

For and on behalf of
ZEPHYR MANAGEMENT L.P.

Acting by ZEPHYR MANAGEMENT, INC.
its General Partner

By: Thomas C. Barry
Name: THOMAS C. BARRY
Title: PRESIDENT

Date: 22 August 2003

CERTIFIED A TRUE AND COMPLETE
COPY OF THE ORIGINAL

Freshfields Bruckhaus Deringer

FRESHFIELDS BRUCKHAUS DERINGER
65 Fleet Street
London EC4Y 1HS

Note

A copy of this resolution was sent to the Company's auditors, Ernst & Young LLP, on [22]
] August 2003 pursuant to s381B Companies Act 1985.

Man
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on behalf of
Zephyr Management U.K. Limited

We, the auditors of the Company, confirm that we received a copy of this resolution on
August 2003.

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CERTIFIED A TRUE AND COMPLETE
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65 Fleet Street
London EC4Y 1HS