

THE COMPANIES ACT 1985

THORBURN COLQUHOUN LIMITED

(the "Company")

WRITTEN RESOLUTION OF THE MEMBERS

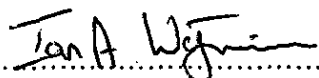
Written Resolutions of the undersigned being the holder of all the issued share capital of the Company and passed on the last date written below. These resolutions are passed pursuant to Section 381A of the Companies Act 1985 (the "Act") to the effect that the resolutions shall be deemed to be effective as if they had been passed at a general meeting of the Company duly convened and held.

RESOLVED:

1. **THAT** the authorised share capital of the Company of £10000 be increased to £1,635,000 by the creation of 1,625,000 Ordinary shares of £1 each in the capital of the Company.
2. **THAT** pursuant to and in accordance with Section 80 of the Act, the Directors be and are hereby generally and unconditionally authorised to exercise for the period of 5 years from the date when this resolution is passed all the powers of the Company to allot shares in the capital of the Company up to an aggregate nominal amount equal to the authorised but unissued share capital of the Company (as amended by resolution 1).
3. **THAT** pursuant to such authority, the Directors may during such period make an offer or agreement which would or might require shares in the capital of the Company to be allotted after expiry of such period.
4. **THAT** the Directors shall have a general power to allot shares in the capital of the Company pursuant to and during the period of authority contained in resolution 2 and resolution 3 above as if Section 89(1) of the Act did not apply to any such allotment.

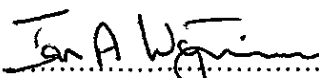
Signed for and on behalf of:

Thorburn Colquhoun Holdings Limited
243 West George Street
Glasgow
G2 4QE


.....

I A Wotherspoon - Director

I A Wotherspoon (nominee shareholder)


.....

I A Wotherspoon

31 October 2004



THE COMPANIES ACT 1985

THORBURN COLQUHOUN LIMITED
(the "Company")

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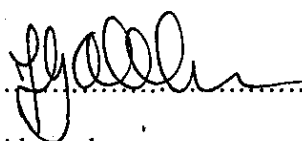
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5. **THAT** the Company's existing memorandum of association be amended by the deletion of clause 5 and its replacement with the following wording:

"The Company's share capital is £1,635,000 divided into 1,635,000 Ordinary shares of 1 pound each."

Signed for and on behalf of:

Thorburn Colquhoun Holdings Limited
243 West George Street
Glasgow
G2 4QE


.....
John Alexander
Director

Signed:

.....
I A Wotherspoon
Nominee Shareholder

31 October 2001