

Certified a true copy of the original

John DSB

THE COMPANIES ACTS 1985 AND 1989
COMPANY LIMITED BY SHARES
CULDUTHEL FARM LIMITED (COMPANY NO. 133788) ("the Company")

We, the undersigned, being all of the members of the Company, HEREBY RESOLVE that the following resolutions be passed as written resolutions of the Company:-

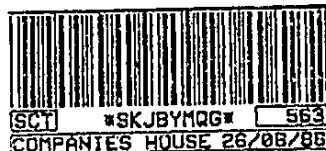
RESOLUTION 1

"(a) That the 500 A shares and 500 B shares which together comprised the authorised share capital of £1,000 with which the Company was incorporated on 2 September 1991 be and are hereby redesignated and reclassified and confirmed as ordinary shares of £1 each;

(b) That the 750 shares comprising the amount by which the authorised share capital of the Company was increased pursuant to resolution of the members of the Company passed on 2 February 1993 be and are hereby designated and classified and confirmed as ordinary shares of £1 each ranking pari passu in all respects with the other ordinary shares of £1 each in the capital of the Company;


(c) That all allotments of shares by the directors, all transfers of shares by the members and all approvals thereof by the directors and all appointments of directors which have taken place from the date of incorporation of the Company to the present date be and are hereby ratified and approved notwithstanding that all or any of the said allotments, transfers, approvals and appointments did not comply in all respects with and were contrary to the terms of the Company's articles of association;

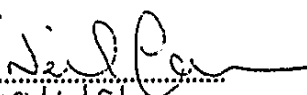
(d) That the Company's authorised and issued share capital be and is hereby confirmed as being £1,750 comprising 1,750 ordinary shares of £1 each."

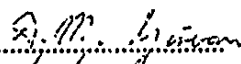


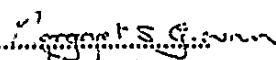
RESOLUTION 2

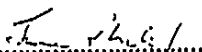
"That the regulations contained in the documents annexed and signed as relative hereto be and are hereby adopted as the memorandum and articles of association of the Company in substitution for and to the exclusion of the existing memorandum and articles of association of the Company."

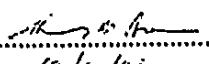
Signature.....
Date.....19/6/96
David Fraser Sutherland
Oldtown of Leys
Culduthel
Inverness.

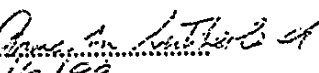
Signature.....
Date.....19/6/96
Neil Stuart Cameron
20 Overton Avenue
Inverness.

Signature.....
Date.....19/6/96
David Martin Girvan
Ceannacroc Estate
Glenmoriston.

Signature.....
Date.....19/6/96
Margaret S. Girvan
Ceannacroc Estate
Glenmoriston.

Signature.....
Date.....19/6/96
June Philip
27 Wyvis Road
Nairn.

Signature.....
Date.....19/6/96
Henry D.P. Brown
Tillidivie House
Relugas
Dunphail.

Signature.....
Date.....19/6/96
Anne Marquis Sutherland
Oldtown of Leys
Culduthel
Inverness.