

COPY



CERTIFICATE OF REGISTRATION

OF ORDER OF COURT AND MINUTE ON
**REDUCTION OF CAPITAL,
ITS SHARE PREMIUM ACCOUNT
AND ITS CAPITAL REDEMPTION RESERVE**

Company Number

145481

The Registrar of Companies for Scotland hereby certifies that

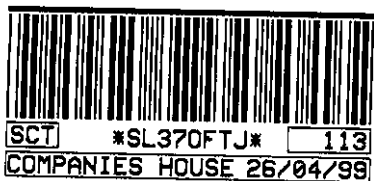
ENTERPRISE CAPITAL TRUST PLC

having by Special Resolution reduced its capital as confirmed by an Order of the Court of Session, Scotland

Dated 23 December 1998

I HEREBY CERTIFY the Registration of the said Order and of a Minute showing the present capital and shares of the company as fixed by the said order.

Given at Companies House, Edinburgh, the 28 April 1999



Dianne Brooks
for Registrar of Companies

Companies House
— for the record —