

**THE COMPANIES ACT 1985-1989  
COMPANY LIMITED BY SHARES  
MIDDLE EAST HOLDING LIMITED  
COMPANY NO: 39338**

We the undersigned being all the members of the company having the right to vote at general meetings or authorised representatives of such members, signify our assent to the passing of the resolution set out below under the provision of regulation 53 of Table A of the Companies Act 1985 as adopted by article 1 of the company's articles of association to the effect that such resolution shall be deemed to be as effective as if it had been a special resolution passed at a general meeting of the company duly convened and held: -

**WRITTEN RESOLUTION**

1.   a)   That the sole preference share of £1 in the capital of the company which has been issued and is fully paid up be converted into 1 fully paid up ordinary share of £1.
- b)   That the articles of association of the company be amended such that Article 4 setting out the rights and restrictions attaching to preference shares be deleted.
- c)   That the capital clause 5 of the memorandum of association of the company be amended such that it shall state that the capital of the company is £70,000,001 divided into 70,000,001 ordinary shares of £1 each.

Signed for and on behalf of The Cleveland Group of Companies Limited by its authorised signatory:

..... JAMES CHID .....  
(print name)

..... 5TH NOVEMBER 2002 .....  
(date)

