

Company No: 835482

THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES
WRITTEN RESOLUTION

of

RDFG LIMITED



The following resolutions were passed on 30 March 1999 as written resolutions of the company taking effect as Special Resolutions of the company by all the members of the company who at the date of such resolutions were entitled to attend and vote at General Meetings of the company.

SPECIAL RESOLUTIONS

1. THAT clause 3 of the Memorandum of Association of the Company be altered by inserting the following immediately following sub-clause 3(x):

“The objects specified in the different paragraphs of this clause shall not, except where the context expressly so requires, be in any way limited or restricted by reference to or inference from the terms of any other paragraph or the name of the Company, but may be carried out in as full and ample a manner and shall be construed in as wide a sense as if each of the said paragraphs defined the objects of a separate, distinct and independent company.”

2. THAT the Articles of Association of the Company be altered by deleting regulation 86 thereof and by substituting therefor the following regulation:

“86. (1) A director who is in any way, whether directly or indirectly, interested in a contract or proposed contract with the company shall declare the nature of his interest at a meeting of the directors in accordance with the Statutes.

(2) Subject to the provisions of these regulations, a director shall be entitled to vote in respect of any transaction, contract, arrangement or agreement with the company in which he is in any way, whether directly or indirectly, interested and if he shall do so his vote shall be counted and he shall be taken into account in ascertaining whether a quorum is present. For the purpose of this regulation, an interest of a person who is, for any purpose of the Statutes, connected with a director shall be treated as an interest of the director and, in relation to an alternate director, an interest of his appointor shall be treated as an

interest of the alternate director without prejudice to any interest which the alternate director has otherwise.

(3) A director may hold any other office or place of profit under the company (other than the office of auditor) in conjunction with his office of director for such period and on such terms (as to remuneration and otherwise) as the directors may determine, nor shall any director so contracting or being so interested be liable to account to the company for any profit realised by any such contract or arrangement by reason of such director holding that office or of the fiduciary relation thereby established.

(4) Any director may act by himself or his firm in a professional capacity for the company, and he or his firm shall be entitled to remuneration for professional services as if he were not a director; provided that nothing herein contained shall authorise a director or his firm to act as auditor to the company."


.....
OFFICER

DATED 22 April 1999