

The Companies Acts 1948 to 1985
Company Limited By Share

SPECIAL RESOLUTION

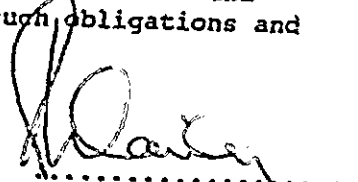
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CHRYSALIS HOLDINGS LIMITED

At an EXTRAORDINARY GENERAL MEETING of the above named Company held at 12 Stratford Place, London W1N 9AF on 11th April, 1989 the following Resolution was duly passed as a Special Resolution of the Company:-

SPECIAL RESOLUTION

"THAT the powers of the Company in the Memorandum be expanded to include power to guarantee and to give or grant any indemnity or counter-indemnity in respect of or otherwise in connection with the performance of the obligations or liabilities of the Company or of any other person whatsoever (either with or without the Company receiving any consideration or advantage direct or indirect, from giving any such guarantee, indemnity or counter-indemnity) including, without limitation to the generality of the foregoing, in respect of or otherwise in connection with the payment of capital or principal together with any premium of loans, credits, stocks, shares, or securities or other obligations of any nature whatsoever and for the repayment of money and/or discharge of liabilities both present and future, actual or contingent whatsoever and in particular, (but not by way of limitation) of the Company's Holding Company or any company which is contemplated to become the Company's Holding Company or a subsidiary, as defined by Section 736 of the Companies Act 1985, of the Company or of the Company's Holding Company, or otherwise associated with the Company in business or of any company, firm or person which the directors of the Company shall think appropriate and insofar as the same is not prohibited by law, including in respect of any obligations and liabilities incurred in connection with or for the purpose of the acquisition of shares in the Company's Holding Company and to create mortgages, charges, debentures, liens or other security interests upon or in respect of all or any of the property or assets of the Company (both present and future) including its uncalled capital in support of or otherwise in respect of any obligation or liability (both present and future and whether actual or contingent) whatsoever of the Company and, without limitation to the generality of the foregoing, in support of or otherwise in respect of such guarantees, indemnities and counter-indemnities or otherwise as security for any such obligations and liabilities of others".


.....
SECRETARY

