

16-01-98

Company Number: 1065036

The Companies Act 1985 to 1989
Private Company Limited by Shares
Resolutions of

TAMOA LIMITED

SPECIAL RESOLUTION

Passed at an Extraordinary General Meeting of the Company duly convened and held at 16 Hans Road, London SW3 1RS on Wednesday 31st December 1997.

Resolved That:

10 (ten) of the deferred shares of £1 each in the Company be reclassified as A deferred shares. The A deferred shares shall confer upon the holders thereof the following rights:

- * The right to receive a dividend and in all other respects rank pari passu with the existing deferred shares of £1 each in the Company.

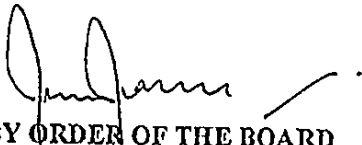
ORDINARY RESOLUTION

Passed at an Extraordinary General Meeting of the Company duly convened and held at 16 Hans Road, London SW3 1RS on Wednesday 31st December 1997.

Resolved That:

The directors be and they are hereby generally and unconditionally authorised pursuant to section 80 of the Companies Act 1985 to exercise any power of the Company to allot and grant rights to subscribe for or to convert securities into shares of the Company up to a maximum nominal amount equal to the nominal amount of the authorised but unissued share capital at the date of passing this resolution. Provided that the authority hereby given shall expire five years after the passing of this resolution unless previously renewed or varied save that the directors may, notwithstanding such expiry, allot any shares or grant any such rights under this authority in pursuance of an offer or agreement so to do made by the Company before the expiry of this authority.

Dated this 31st Day of December 1997


BY ORDER OF THE BOARD
For and on Behalf of
Hanover Management Services Limited
Secretaries

