

THE COMPANIES ACTS 1985 AND 1989

COMPANY NUMBER: 1130440

WRITTEN RESOLUTIONS OF BM LEASING (1992) LIMITED

We, the undersigned, being all the Members for the time being of the above-named Company entitled to receive notice of and to attend and vote at General Meetings HEREBY PASS the following first and second Resolutions as Ordinary Resolutions and the third and fourth Resolutions as Special Resolutions and agree that the said Resolutions pursuant to Section 381A of the Companies Act 1985 (as amended) shall for all purposes be as valid and effective as if the same had been passed at a General Meeting of the Company duly convened and held.

RESOLUTIONS

1 Increase of Authorised Share Capital

"THAT the authorised share capital of the Company be increased from £10,000 to £2,010,000 by the creation of 20,000,000 Ordinary Shares of 10p each ranking pari passu in all respects with the existing Ordinary Shares of 10p each in the capital of the Company."

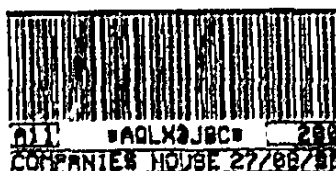
2. Directors' Authority to Allot Shares pursuant to Section 80

"THAT the Directors be and be hereby generally and unconditionally authorised pursuant to Section 80 of the Companies Act 1985 (as amended) 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 as at the date of the passing of 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."

3. Amendment of the Articles of Association

"THAT the Articles of Association of the Company be amended by deleting therefrom the existing Article 3 and replacing in its stead the following Article 3:

"3. The share capital of the Company is £2,010,000 divided into 20,100,000 Ordinary Shares of 10p each."



4. Disapplication of Statutory Pre-emption Rights

"THAT the Directors be entitled to allot equity securities as if Section 89(1) did not apply to any allotment of shares pursuant to Section 95(1) of the Companies Act 1985 (as amended)."

*A. L. Wayford*  
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For and on behalf of  
BUPA Investments Limited

*V. Gadi*  
.....  
For and on behalf of  
The British United Provident  
Association Limited

Dated this 24<sup>th</sup> day of August 1999