

Company No: 1242543

THE COMPANIES ACT 1985

ORDINARY RESOLUTION

- of -

LR (BRISTOL) LIMITED

Passed on 28th day of June 1999



We, the undersigned, being the Sole Member of the above-named Company who would have been entitled to vote upon the subjoined resolution if it had been proposed at a general meeting of the Company HEREBY RESOLVE as an ORDINARY RESOLUTION:-

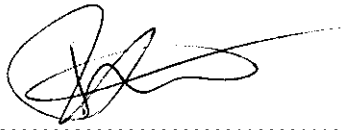
ORDINARY RESOLUTION

1. THAT:

- (a) the authorised capital of the Company be increased to £600,000 by the creation of 599,000 Ordinary Shares of £1.00 each to rank in all respects pari passu with the existing Ordinary Shares of the Company.
- (b) (i) the Directors shall have unconditional authority to allot, grant options over, offer or otherwise deal with or dispose of any relevant securities (within the meaning of Section 80 of the Companies Act 1985 ("the Act")) of the Company on and subject to such terms as the Directors may determine. The authority hereby conferred shall subject to Section 80 of the Act expire five years from the date of the passing of this resolution unless renewed varied or revoked by the Company in General Meeting and the maximum amount of relevant securities which may be allotted

pursuant to such authority shall be £599,900 being the authorised but as yet unissued share capital of the Company at the date hereof; and

- (ii) the Directors shall be entitled under the authority conferred by paragraph (b)(i) of this Resolution or under any renewal thereof to make at any time prior to the expiry of such authority any offer or agreement which would or might require relevant securities of the Company to be allotted after the expiry of such authority.

A handwritten signature in black ink, consisting of a large, stylized 'L' followed by a series of loops and a long horizontal stroke extending to the right.

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For and on behalf of
LR (Cardiff) Limited