

Company Number 02009520



THE COMPANIES ACTS 1985 - 1989

COMPANY LIMITED BY SHARES

**CREDIT SUISSE (UK) LIMITED
SPECIAL RESOLUTION**

The following Special Resolution of the members of Credit Suisse (UK) Limited was
duly passed at an Extraordinary General Meeting of the Company
held on
Thursday 18th December 1997

THAT:

- i) The Articles of Association of the Company be amended by including additional articles as follows:

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CAPITAL CONTRIBUTIONS


10. Any amounts received by the Company which are unconditional and absolute gifts by way of contributions to the company for which no shares of the Company have been or are to be issued and for which no liability is to be recorded shall be credited to a reserve called “Capital Contribution Reserve”.
11. The Company shall not distribute or reclassify any amount which has been credited to the Capital Contribution Reserve unless:

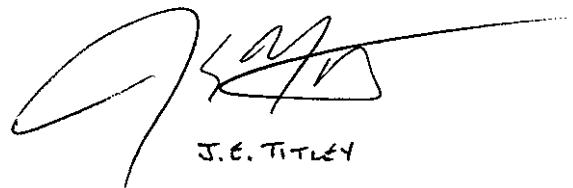
- i) the Company has given to its Regulatory Body (as defined below) at least six months' written notice or such lesser time as shall be agreed by the Regulatory Body of the intended distribution; and
- ii) the Company has received written consent from its Regulatory Body to so distribute or reclassify any such amount, except that such consent shall not be required where the Company's financial resources after the proposed distribution are more than 120% of its Financial Resources Requirements as defined by its Regulatory Body.

The Regulatory Body for the purposes of this Article is the Securities and Futures Authority Limited or any successor body regulating the Company's investment business under the Financial Services Act 1986.

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- ii) those subsequent articles be renumbered accordingly consequent upon the insertion of the preceding articles.


G. H. RUSSELL
DIRECTOR


J. E. TITLEY
SECRETARY