

Company No.: 2131552

THE COMPANIES ACT 1985 TO 1989

COMPANY LIMITED BY SHARES

RESOLUTIONS

of

TLS PLC

("the Company")

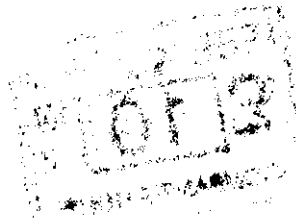
(Passed on 23rd August 2001)

At an EXTRAORDINARY GENERAL MEETING of the Company duly convened and held on 23rd day of August 2001, the following resolutions were duly proposed and passed as special resolutions:-

RESOLUTIONS

1. That the Company be re-registered as a private company pursuant to section 53 of the Companies Act 1985 with the name of "GE Capital TLS Ltd." and that its memorandum of association be amended accordingly as follows:-
 - 1.1 in clause 1, by the deletion of the words "TLS public limited company" and by substituting the words "GE Capital TLS Ltd.";
 - 1.2 in clause 2 by deleting the words "The Company is to be a public company" and by substituting the words "The Company is to be a private company limited by shares";





2. That the articles of association of the Company be amended by:-

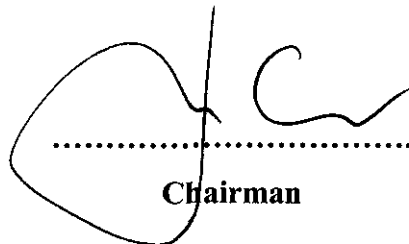
2.1 the deletion of the word “public” and substitution of the word “private” in the headings of the articles;

2.2 the deletion of the words “TLS Plc” in the headings and by the substitution of the words “GE Capital TLS Ltd.”

2.3 insertion of a new paragraph 120 with the following wording:

“Unless otherwise restricted by these Articles members of the board of directors or of any committee thereof may participate in a meeting of the board of directors or of any committee, as the case may be, by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other, and such participation in a meeting shall constitute presence in person at the meeting.”

2.4 re-numbering of the original paragraphs 120 – 171 as 121 – 172.



.....
Chairman