

THE COMPANIES ACT 1985

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COMPANY LIMITED BY SHARES

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RESOLUTION

of

PARYBELL LIMITED

(passed on 7th August, 1990)

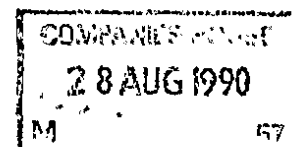
At an EXTRAORDINARY GENERAL MEETING of the Company duly convened and held at 6-9 Middle Street, London on 7th August, 1990 the following Resolution was passed as a Special Resolution of the Company:-

RESOLUTION

That:-

1. the draft regulations contained in the printed document submitted to the Meeting and for the purpose of identification signed by the Chairman thereof be and the same are hereby approved and adopted as the new Articles of Association of the Company in substitution for and to the exclusion of all existing Articles of the Company; and
2. (i) the authorised share capital of the Company be and is hereby increased from £1,000 to £10,000 by the creation of 25,000 "A" ordinary shares of 10p each, 25,000 "B" ordinary shares of 10p each and 40,000 deferred shares of 10p each having the rights and restrictions set out in the new Articles of Association;  
(ii) each of the existing 1000 ordinary shares of £1 each in the capital of the Company be and they are hereby each sub-divided and reclassified into 10 "A" ordinary shares of 10 pence each

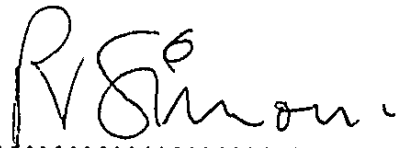
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with the rights and restrictions set out in the Articles of Association;

(iii) the Directors from time to time of the Company be and they are hereby generally and unconditionally authorised for the purposes of Section 80 of the Companies Act, 1985 to allot, or to grant any right to subscribe for or to convert any security into, shares in the Company up to a maximum nominal amount of £9,998 at any time or times during the period from the date of the passing of this resolution up to and including the fifth anniversary of the date of this resolution on which date the authority given by this resolution shall expire and such authority shall allow the Company to make an offer or agreement before the expiry of the authority which would or might require shares to be allotted, or rights to subscribe for or to convert any security into shares to be granted, after the expiry of the authority; and

(iv) the Directors from time to time of the Company be and they are hereby empowered pursuant to Section 80 of the Companies Act 1985 to allot all or any of the above shares in the capital of the Company pursuant to the authority conferred by paragraph 2(3) of this resolution as if Sections 89(1) and 90(1) to (6) of the Companies Act 1985 did not apply to such allotment provided that this power shall expire on the fifth anniversary of the date of this resolution save to the extent that any commitment to allot all or any of such shares has been entered into prior to that date.

  
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Chairman