

COMPANIES ACT 1985
PRIVATE COMPANY LIMITED BY SHARES
ASQUITH COURT HOLDINGS LIMITED
(Registered No. 2512315)

Notice is hereby given that the resolution set out below was passed by unanimous Written Resolution of the shareholders of the Company on
April 2nd 1996.

WRITTEN RESOLUTION

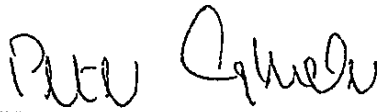
"THAT:

- (a) 138,889 Ordinary Shares of £0.01 each capital of the Company be and are hereby converted into one Ordinary Share of £1,388.89 and designated as an A Share in terms of and having the rights set out in the Articles of Association to be adopted as amended pursuant to resolution (d) below;
- (b) in addition to any existing power under Section 80 of the Companies Act 1985 (as amended) (the "Act"), but without prejudice to the exercise of any such authority prior to the date hereof, the Directors be and are hereby generally and unconditionally authorised in accordance with section 80 of the Act to exercise all the powers of the Company to allot the one A Share of £1,388.89, referred to in resolution (a) above such authority to expire five years from the passing of this resolution;
- (c) in addition to any existing power under Section 95 of the Act, but without prejudice to the exercise of any such power prior to the date hereof, the Directors be and are hereby generally and unconditionally empowered pursuant to Section 95 of the Act, to allot the one A Share of £1,388.89 referred to in resolution (a) above pursuant to the



authority referred to in resolution (b) above given in accordance with Section 80 of the Act as if Section 89(1) of the Act did not apply to any such allotment such power to expire five years from the passing of this resolution; and

- (d) the existing Articles of Association of the Company be amended by the insertions and deletions which have been shown by means of sidelining on the Company's existing Articles of Association a sidelined copy of which have for the purposes of identification been signed on the front cover by the Chairman."



Director

Dated: April 2nd 1996