

COMPANY NUMBER: 2521272

THE COMPANIES ACTS 1985 AND 1989

COMPANY LIMITED BY SHARES

RESOLUTIONS

OF

LLOYDS BANK STOCKBROKERS CLIENT NOMINEES LIMITED

PASSED THE 23RD DAY OF FEBRUARY, 1996

At an extraordinary general meeting of the company held at 71 Lombard Street, London, EC3P 3BS on 23rd February, 1996, the following resolutions were passed:

SPECIAL RESOLUTION

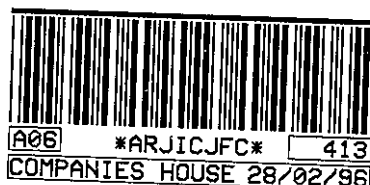
That the provisions of the memorandum of association of the company be amended by the deletion of the existing clause 3 and the insertion of a new clause 3 as set out in the document produced to the meeting and signed by the secretary for the purpose of identification.

ORDINARY RESOLUTION

That the directors be authorised to fix the remuneration of the auditors until the next general meeting at which accounts are laid before the company.

ELECTIVE RESOLUTION

That, pursuant to section 379A of the Companies Act 1985, the company dispense with the obligation to appoint auditors annually, as permitted by section 386 of the Companies Act 1985, but so that nothing in this resolution shall affect the appointment of Price Waterhouse as auditors of the company.



A handwritten signature in black ink, appearing to read 'K. K. Parker', is located to the right of the stamp.

K. K. PARKER
SECRETARY

LLOYDS BANK STOCKBROKERS CLIENT NOMINEES LIMITED

3. The objects for which the company is established are:-
- (a) to act as nominee, agent or depository of or for any person;
 - (b) to carry on the business of a nominee company and a dealer in securities;
 - (c) to buy, sell and otherwise acquire and dispose of shares and other securities;
 - (d) to carry on any of the said businesses or engage in any of the said activities as agent or trustee for any other person;
 - (e) to do all of the above things in the United Kingdom or in any other part of the world and either by or through agents, sub-contractors or otherwise;
 - (f) to carry on any other business or engage in any other activity which, in either case, is incidental to any of the foregoing objects.



K.K. PARKER
SECRETARY

23rd February, 1996