

Company No. 02534721

THE COMPANIES ACT 1985 (AS AMENDED)

SPECIAL RESOLUTION

- AND -

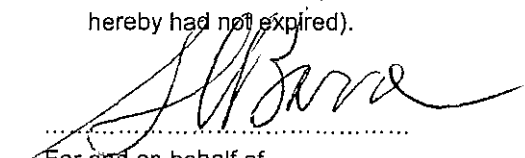
ORDINARY RESOLUTION

OF

BB INVESTMENTS (the "Company")

THE UNDERSIGNED, USI Canada Incorporated, being the sole member of the Company and as such being entitled to receive notice of and to attend and vote at general meetings of the Company, HEREBY PASSES resolution 1 (below) as a special resolution and resolution 2 (below) as an ordinary resolution and agrees that the said resolutions shall, pursuant to Regulation 53 of Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 (SI 1985/805) (as amended) (which Regulation is embodied in the Articles of Association of the Company), for all purposes be as valid and effective as if the same had been passed at a General Meeting of the Company duly convened and held.

1. IT WAS RESOLVED that the authorised share capital of the Company be increased by £9,646,575 represented by the creation of 9,646,575 C Ordinary Shares of £1 each so as to bring the authorised share capital of the Company to £10,096,575 consisting of £10,096,575 C Ordinary Shares of £1 each.
2. IT WAS RESOLVED that the Board be and is hereby generally and unconditionally authorised in substitution for all subsisting authorities to exercise all powers of the Company to allot relevant securities within the meaning of Section 80 of the Companies Act 1985 up to an aggregate nominal amount of £9,646,575 which authority shall expire on 22 September 2009 (unless previously revoked or varied by the Company in general meeting, save that the Company may before such expiry make an offer or agreement which would or might require relevant securities to be allotted after such expiry and the Board may allot relevant securities in pursuance of such an offer or agreement as if the authority conferred hereby had not expired).


For and on behalf of
USI Canada Incorporated

Date: 22 September 2004

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