

Company Number 2686819

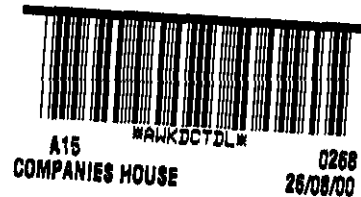
THE COMPANIES ACTS 1985 to 1989

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION OF

HURST SETTER & ASSOCIATES LIMITED

Dated this 18th day of August 2000



WRITTEN RESOLUTION

We, the undersigned, being all the members of the Company who, at the date of this Resolution would be entitled to attend and vote at General Meetings of the Company HEREBY PASS the following Resolution as a Special Resolution and agree that the said Resolution shall, for all purposes be as valid and effective as if the same had been passed by us all at a General Meeting of the Company duly convened and held:-

THAT the Articles of Association of the Company be altered by substituting the existing Sub-Article No. J of Article 12 with the following Article:

(J) In the event of the death or bankruptcy of any Member or in the event of any Member who is in the employment of the Company or any company under the control of the Company whose shares are used within the scheme, ceasing for any cause to be in such employment the following shall apply:

(a) The personal representatives of any deceased Member shall be bound, if and when called upon by the Directors to do so not earlier than six months after the date of his death, to give the Company a transfer notice in respect of all the shares registered in the name of the deceased Member as sole holder or as sole surviving joint holder at the date of his death, or such of those shares as still remains so registered. If within a period of 21 days after being called upon the personal representative fail either to give such a transfer notice they shall be deemed to have given a transfer notice in accordance with Sub Article (B) herein and the provisions of this Article shall have effect accordingly.

(b) If any Member is adjudged bankrupt, his trustees in bankruptcy shall be bound immediately to give to the Company a transfer notice in accordance with Sub Article (B) herein in respect of all the shares registered in the name of the bankrupt Member as sole holder or as sole surviving joint holder at the date of his bankruptcy, or any shares to which he becomes entitled at a later date and if no such transfer notice is given within one month of the bankruptcy the trustee in bankruptcy shall be deemed to have given it at the end of that period, and the provisions of this Article shall have effect accordingly.

(c) If any Member who is a Director of or in the employment of the Company or any company under the control of the Company whose shares are used within the scheme ceases to be a Director or in such employment he shall be bound immediately to give to the Company a transfer notice in accordance with Sub Article(B) herein in respect of all the shares registered in his name as sole holder or as sole surviving joint holder at the date of his ceasing in such employment, or any shares to which he becomes entitled at a later date and if no such transfer notice is given within one month of his ceasing to be in such employment he shall be deemed to have given it at the end of that period, and the provisions of this Article shall have effect accordingly.

The transfer notice shall not be revocable except with the sanction of the Directors, unless such transfer notice is given in accordance with Sub-Article (J) hereafter when the Transfer Notice shall not be revocable.

Signature..... Barry Hurst.

Name B HURST

Signature..... Edward R. Hurst

Name E RUSH

Signature..... Anne M. Hurst

Name A HURST