

No of Company: 2754740

The Companies Act 1985

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

OF

FINAGRA (UK) LIMITED

Passed 19 April 2002

We, the undersigned, being at the date of these Resolutions, the only members of the Company entitled to receive notice of and to attend and vote at General Meetings hereby pass the following Resolutions as written Resolutions and agree that they shall be as valid and effectual as if passed at a General Meeting of the Company, duly convened and held viz: -

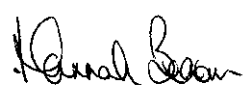

RESOLUTIONS

1. That the Authorised Share Capital of the Company be increased from £1,100,000 to £1,900,000 by the creation of a further 800,000 Ordinary Shares of £1 each. Such shares to rank pari passu in all respects with existing Ordinary Shares of the Company.
2. That the Directors be empowered in accordance with Section 80 of the Companies Act 1985 to allot the shares in the capital of the Company for such consideration and upon such terms and at such times as the Directors may determine, but so that:
 - (a) the maximum number of shares that may be allotted by the Directors shall be the total number of shares (including any created by an increase in the capital) which, at the time when the allotment is made, have not already been allotted;
 - (b) this authority shall expire on the fifth anniversary of the day preceding the date of this Extraordinary General Meeting, or on such other earlier date as the Company may in General Meeting properly resolve; provided always that this authority may be renewed in accordance with the provisions of the Companies Acts.



3. That, upon the recommendation of the Directors, it is desirable to capitalise the sum of £800,000 (being the amount standing to the credit of the Company's Subordinated Loan Account with the Member) and that such sum be capitalised and accordingly the Directors be and are hereby authorised and directed to appropriate the said sum to the holders of the Ordinary Shares in the capital of the Company registered at the close of business on the 19 April 2002 and to apply such sum in paying up in full at par on behalf of such holders 800,000 Ordinary Shares of £1 each and that such shares be allotted and distributed credited as fully paid to and amount the said holders in the proportion of 8 New Ordinary Shares of £1 each for every 3 Ordinary Shares of £1 each currently held (fractional entitlements to be dealt with at the discretion of the Directors) and that the Directors give effect to this resolution in accordance with the provisions of the Company's Articles of Association.

The Members



For and on behalf of Fin Agra Limited



Keith Reuben Le Poidevin

DATED: 19 APRIL 2002