

Company Number: 2760501

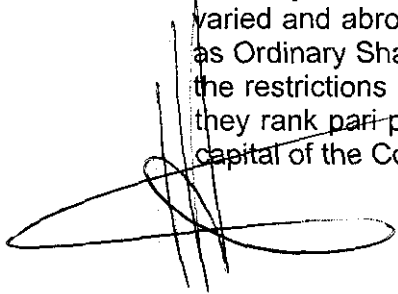
THE COMPANIES ACTS 1985
COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION
OF
Distribution Network Company Limited

We, the undersigned, being the holder for the time being of the entire issued Ordinary B Shares of £1 each in the capital of the Company, **HEREBY PASS** the following Resolution pursuant to Section 125 of the Companies Act 1985:-

SPECIAL RESOLUTION

"**THAT** the rights, privileges and restrictions attaching to the issued 100,000 Ordinary B Shares of £1 each in the capital of the Company be and are hereby varied and abrogated so that they be and are hereby redesignated and reclassified as Ordinary Shares of £1 each having the rights and privileges and being subject to the restrictions contained in the Articles of Association of the Company and so that they rank *pari-passu* in all respects with the existing issued Ordinary Shares in the capital of the Company."


.....
For and on behalf of
Bravado Group Limited

18 December 2001



Company Number: 2760501

THE COMPANIES ACTS 1985
COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION
OF
Distribution Network Company Limited

We, the undersigned, being all of the members for the time being entitled to receive notice of and to attend and vote at General Meetings of the Company, **HEREBY PASS** the following Resolution pursuant to Regulation 53 of the Companies Act 1985, Table A (which regulation has been adopted by the Company) of the Articles of Association of the Company and declare that the said Resolution shall for all purposes be as valid and effective as if passed at a General Meeting of the Company duly convened:-

SPECIAL RESOLUTION

"**THAT** the rights, privileges and restrictions attaching to the issued 100,000 Ordinary B Shares of £1 each in the capital of the Company be and are hereby varied and abrogated so that they be and are hereby redesignated and reclassified as Ordinary Shares of £1 each having the rights and privileges and being subject to the restrictions contained in the Articles of Association of the Company and so that they rank pari passu in all respects with the existing issued Ordinary Shares in the capital of the Company."


.....
For and on behalf of
Bravado Group Limited

18 December 2001


.....
Damian Alan Crux

18 December 2001