

Company no 2774580

THE COMPANIES ACT 1985

and

THE COMPANIES ACT 1989

COMPANY LIMITED BY SHARES

ORDINARY AND SPECIAL RESOLUTIONS

of

SUNQUEST EUROPA LIMITED

Passed this 5th day of November 1998

At an extraordinary general meeting of Sunquest Europa Limited held on 5 November 1998 at 40th Floor, One Oxford Centre, Pittsburgh, Pennsylvania at 11:00 am the following resolutions were proposed and passed as ORDINARY and SPECIAL RESOLUTIONS respectively:-

ORDINARY RESOLUTIONS

"That

(i) the authorised share capital of the Company be increased from £1000 to £10,000,000 by the creation of 9,999,000 ordinary shares of £1 each ranking pari passu for all purposes with the existing shares of £1 each; and

(ii) in accordance with section 80 of the Companies Act 1985 the directors be and they are hereby authorised to allot a maximum of 9,999,997 ordinary shares of £1 each to such persons and on such terms and in such manner as they may think proper and that such authority shall expire at the end of five years from the passing of this resolution."

SPECIAL RESOLUTION

"That section 89(1) of the Companies Act 1985 shall not apply to the allotment of the said shares."

Kina M. Ametula
Chairman

