

Company Number: 2799219

04/28/99

**ARTEME (UK) LIMITED**

Resolution in writing of the Members of the Company taken pursuant to regulation 53 of Table A

IT IS RESOLVED THAT the Articles of Association of the Company be amended by renumbering the present Articles 10 to 18 (inclusive) as Articles 11-20 (inclusive) and by adopting new Articles 10 and 19 namely:-

10. (i) For the purposes of these Articles, a conference held between a number of Members constituting, in accordance with these Articles, a quorum and who shall have received notice as appropriate, shall be deemed to be present and a meeting of the members shall be deemed to be properly convened if all such persons are able to communicate with all such other members via a telephone conference line, video-link or some other form of electronic link whereby all persons required to be present are able to so communicate with all other persons so deemed to be present.

(ii) Any meeting of the members of the company held in such a manner as described in paragraph (i) above shall cause to be made a set of minutes and a copy of such minutes shall be forwarded to every Member deemed to be present within seven days of the conclusion of any such meeting. Every Member in receipt of a copy of the said minutes shall confirm their approval of the document as a true and fair record of event by their signing the said copy and returning, within seven days of receipt, the said minutes to the Registered Office of the Company.

(iii) All matters voted upon at a meeting held in such a manner as described in paragraph (i) above shall be decided on a poll and Regulation 54 of table A shall be read and construed accordingly.

(iv) Regulation 100 of Table A shall be read and construed accordingly.

and


19. (i) For the purposes of these articles, a conference held between a number of Directors constituting, in accordance with these Articles, a quorum and who shall have received notice as appropriate, shall be deemed to be present and a meeting of the Members shall be deemed to be properly convened if all such directors are able to communicate with all such other Directors via a telephone conference line, video link or some other form of electronic link whereby all directors required to be present are able to so communicate with all other Directors so deemed to be present.

(ii) Any meeting of the Directors held in such a manner as described in (i) above shall cause to be made a set of minutes and a copy of such minutes shall be forwarded to every Director deemed to be present within seven days of the conclusion of any such meeting. Every Director in receipt of a copy of the said minutes shall confirm their approval of the document as a true and fair record of events by their signing the said copy and returning within seven days of receipt, the said minutes to the Registered Office of the Company.

(iii) All matters voted upon at a meeting held in such a manner as described in paragraph (i) above shall be decided on an oral vote.

(iv) Regulations 88,89 and 100 of the table A shall be read and construed accordingly.

Date: 27<sup>th</sup> September 1999.

  
Representing Shirewood  
Limited

