

Registered Number: 2822300

THE COMPANIES ACT

CISL LIMITED
(the "Company")

PRIVATE COMPANY LIMITED BY SHARES

**RESOLUTION
IN WRITING**

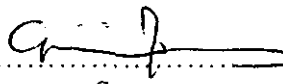
On 13th July 2000 the following resolution was duly passed as a resolution in writing of the Company:-

SPECIAL RESOLUTION

THAT the articles of association of the Company be altered by deleting article 34.2.2 in its entirety and substituting therefor the following as a new article 34.2.2:-

"34.2.2 in the case of the Events of Default described in paragraph 34.1.1, 34.1.2 and 34.1.10 above, subject to and immediately upon the giving of notice to the Company by any Relevant Shareholder or Relevant Shareholders holding a majority by paid-up nominal value of the Relevant Share Capital requiring such Ordinary Shareholder to sell its Ordinary Shares provided that such notice is given within 30 days of the giving of a Default Notification (as defined below) by the Company, or such other period agreed during such 30 day period by all Relevant Shareholders (including such Ordinary Shareholder) and the Company,".

Dated: 13th July 2000


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Company Secretary

Presented by: G D Marcus

Address: Tolpits Lane
Watford
Herts
WD1 8RN

