

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

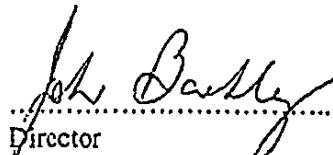
of

TWEED PREMIER 1 PLC (Company No. 2847978) ("the Company")

At an Extraordinary General Meeting of the Company duly convened and held at The Mound, Edinburgh on 18th January 1999, at which meeting all the members of the Company were represented, the subjoined resolution was duly and unanimously passed as a Special Resolution, viz:-

"THAT:-

1. the Company's Memorandum of Association be amended by the deletion of the existing Clause 2 and by the existing Clauses 3 to 6 inclusive being respectively re-numbered as Clauses 2 to 5 inclusive;
2. the provisions of the Company's Memorandum of Association with respect to its objects be and are hereby altered by deleting the existing objects clause of such Memorandum (now Clause 3) and the adoption in substitution therefor of the objects clause set out in the Memorandum of Association laid on the table and signed by the Chairman of the meeting for the purpose of identification;
3. the existing one 'A' Ordinary Share of 50p in the capital of the Company be and is hereby converted into and re-designated an Ordinary Share of 50p ("Ordinary Share") having the rights and privileges conferred on the Ordinary Shares by the Articles of Association adopted by paragraph 4 of this Resolution;
4. the regulations produced to the meeting and for the purpose of identification signed by the Chairman of the meeting be and are hereby adopted as the Articles of Association of the Company in substitution for and to the exclusion of the existing Articles of Association of the Company; and
5. the Company be re-registered as a private company."


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Director

