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THIS RESOLUTION IS FILED BY WAY OF AMENDMENT TO THE PREVIOUS  
WRITTEN RESOLUTION AMENDING THE MEMORANDUM AND ARTICLES PURSUANT  
TO CLAUSE 53 OF EYED DATE.  
THE COMPANIES ACT 1955 TO 1963

Company Number 2853757

## SPECIAL RESOLUTION OF

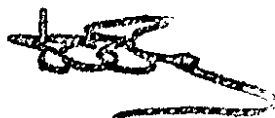
CASHBONUS (Instant Limited)

We, the undersigned, INSTANT COMPANIES LIMITED and SWIFT INCORPORATIONS LIMITED, being all the Members for the time being of the above-named Company entitled to receive notice of and to attend and vote at General Meetings HEREBY PASS the following resolution as a Special Resolution and agree that the said resolution shall, pursuant to Clause 53 in Table A (which Clause is embodied in the Articles of Association of the Company), or pursuant to any applicable rule of law, for all purposes be as valid and effective as if the same had been passed at a General Meeting of the Company duly convened and held.

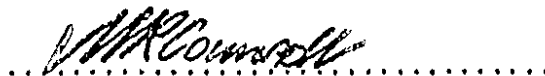
It is resolved:

1. That the Memorandum of Association of the Company with respect to its objects be and the same is hereby altered in accordance with the printed document attached to this Resolution (and for the purposes of identification marked with an "M")
2. That the Regulations set forth in the printed document attached to this Resolution (and for the purposes of identification marked with an "A") be and the same are hereby approved and adopted as the Articles of Association of the Company in substitution for and to the exclusion of all the existing Articles.

Dated this 28th day of October 1993



(AUTHORISED SIGNATORY OF INSTANT COMPANIES LIMITED)



(AUTHORISED SIGNATORY OF SWIFT INCORPORATIONS LIMITED)



COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

CASHBONUS COMPANY LIMITED



1. The name of the company is "CASHBONUS COMPANY LIMITED".
2. The registered office of the company will be situate in England and Wales.
3. The objects for which the company is established are:
  - (a) To act as a trust company or corporate trustee and to undertake and carry on or hold any office or duties including those of trustee, executor, administrator, guardian, receiver, committee, attorney, treasurer, manager, secretary, agent, registrar, nominee or other office or situation of trust or confidence of or for any person, company, corporation, association, scheme (or plan), unit trust, pension or other trust fund, government, state, local authority or other body politic or corporate, will, settlement (whether gratuitously or otherwise) or for any person lacking legal capacity;
  - (b) To undertake and execute trusts of any kind the undertaking whereof may seem desirable including trusts constituting pension or superannuation schemes (or plans) approved or unapproved by the Inland Revenue, life assurance, or permanent health insurance schemes, profit sharing schemes (or plans), employees' or directors' benefit schemes or employees' or directors' share schemes (whether gratuitously or otherwise) and to exercise every trust, power or discretion lawfully exercisable by the holder of any office or situation referred to in clause 3(a) above and to transact all kinds of trust and agency business;
  - (c) To commence, defend or be a party to any legal, industrial or other proceedings and particularly (but without limitation) those arising in connection with any duty, office or situation undertaken, carried on or held by the company;
  - (d) To hold, administer, sell, realise, invest, deposit, let on hire, loan, mortgage, dispose of, purchase, take on lease or in exchange, hire or otherwise acquire or otherwise deal in any way with any assets, including moneys, investments, securities and any property (both real and personal) comprised in any trust, scheme or estate in which the company holds any office or situation referred to in clause 3(a) above:

- (e) To hold as nominee, or on behalf of any other person, firm or company any shares, stock, debentures, bonds or other securities and to exercise voting or other rights in connection with any kind of securities including stocks, shares, debentures, bonds or options;
- (f) To enter into recognisances and bonds, and to issue and deposit any securities which the Company has power to issue by way of mortgage to secure any sum less than the nominal amount of such securities, and also by way of security for the due execution and performance (whether by the Company or any duly authorised representative or officer of the Company, or by any other company or any other person) of any of the duties, contracts, agreements or obligations of the Company or of its customers or other persons or corporations having dealings with the Company or in whose businesses or undertakings the Company is interested, whether directly or indirectly;
- (g) To effect and obtain insurances of every description, and generally to transact and carry on guarantee, fidelity, indemnity or insurance business of all kinds;
- (h) To transact or carry on, manage, develop, sell, realise, dispose of or otherwise deal in any way with any assets comprised in any trust, scheme or estate in which the Company holds any office or situation, including in relation to the investment of money the purchase and sale of property and the collection and receipt of money;
- (i) To undertake or take part in the management, supervision or control of any business operations or undertaking of any company, firm or person, and to appoint and remunerate any directors, secretary or secretaries, accountants or other employees, experts or agents, and to act as directors, secretaries, registrars or managing agents or other officer, and to accept any office of trust or confidence in such business operation or undertaking, and to perform and discharge the duties and obligations of and incident to any such office including (but without limitation to the above) buying, selling, hiring, manufacturing, repairing, letting on hire, altering, improving, treating and dealing in any apparatus, machines, materials and articles of any kind which are capable of being used for the purposes of the above mentioned businesses or any of them or likely to be used by the customers of any such businesses;
- (j) To purchase or otherwise acquire and undertake all or any part of the business, property, assets, liabilities and transactions of any person, firm or company which is calculated to benefit this Company or to advance its interests, or which comprises any property suitable for any purpose of the Company;
- (k) To carry on any other business or activity, whether manufacturing, investing or otherwise, which may seem to the Company capable of being conveniently carried on as or as part of or in connection with the above mentioned businesses of the Company or any of them, or calculated, directly or indirectly, to further or facilitate the objects of the Company;
- (l) To invest and deal with moneys in or upon investments, or securities of any nature (whether as principal or agent) and generally to acquire,

hold, deal in and otherwise dispose of investments, or other securities and any options or rights connected thereto, any foreign currency and any type of financial futures;

- (m) To purchase, take on lease or in exchange, hire or otherwise acquire, hold, deal in and otherwise dispose of all or any estate or interest in or over any lands, buildings, easements, rights, privileges, concessions, patents, patent rights, licences, secret processes, machinery, plant, stock-in-trade and all real or personal property (whether tangible or intangible) of any kind necessary or convenient for the purpose of or in connection with the Company's business or businesses or any branch or department thereof;
- (n) To receive money, securities or property on deposit or loan or for safe custody from any person, firm or company upon such terms as the Company may approve, and to guarantee the obligations and contracts of any person, firm or company;
- (o) To make advances to any person, firm or company with or without security and upon such terms as may seem expedient;
- (p) To guarantee, support or secure, whether by direct obligation or covenant or by mortgaging or charging all or any part of the undertaking, property and assets (present and future) and uncalled capital of the Company or by issuing any security of the Company by way of mortgage, or by any one or more of all of such methods or by any other method, whether or not the Company receives any advantage therefor, the performance of any obligations or commitments and the repayment or payment of the principal amounts of, or the premiums, interest and dividends on any securities of any person, firm or company, including (without prejudice to the generality of the foregoing) any company which is for the time being a subsidiary company or holding company of the Company or is a subsidiary of such a holding company or which is otherwise directly or indirectly associated with the Company in business or through shareholdings;
- (q) To establish and maintain or procure the establishment and maintenance of any share option or share incentive or profit sharing schemes or trusts or any non-contributory or contributory pension or superannuation schemes or funds for the benefit of, and to make or give or procure the making or giving of loans, donations, gratuities, pensions, allowances or emoluments (whether in money or money's worth) to, or to trustees on behalf of, any persons who are or were at any time in the employment or service of the Company, or of any company which is a subsidiary or a holding company of the Company or is allied to or associated with the Company or with any such subsidiary company, or who are or were at any time directors or officers of the company or of any such other company as aforesaid, or any persons in whose welfare the Company or any such other company as aforesaid is or has been at any time interested, and the wives, husbands, widows, widowers, families and dependants of any such persons, and to establish and subsidise or subscribe to any institutions, associations, clubs or funds calculated to be for the benefit of or to advance the interests and well-being of the Company or of any such other company as aforesaid, or of any such persons as aforesaid, and to make payments for or towards policies of assurance on

the lives or health of any such persons as aforesaid and policies of insurance for the benefit of or in respect of any such persons as aforesaid (including insurance against their negligence or breach of duty to the Company) and to pay, subscribe or guarantee money to or for charitable or benevolent objects or for any exhibition or for any public, political, general or useful object, and to do any of the matters aforesaid, either alone or in conjunction with any such other company as aforesaid;

- (k) To enter into any joint venture, partnership or joint-purse arrangement or arrangement for sharing profits, union of interests or co-operation with any person, firm or company to acquire and hold, sell, deal with or dispose of shares, stock or securities of any company, and to subsidise or otherwise assist any person, firm or company;
- (s) To establish or promote or concur in establishing or promoting any other company and to guarantee the payment of the dividends, interest or capital of any shares, stock or other securities issued by or any other obligations of any such company;
- (t) To sell, improve, manage, develop, turn to account, exchange, let on rent, royalty, share of profits or otherwise, grant licences, easements and other rights in or over and in any other manner deal with or dispose of the undertaking and all or any of the property and assets for the time being of the Company or of any trust, scheme or estate in which the Company holds any office or situation including without limitation any such dealing or disposal on terms that are wholly or partly gratuitous or of a non-commercial nature for such consideration as may be deemed fit;
- (u) To distribute among the members in specie any property of the Company, or any proceeds of sale or disposal of any property of the Company, but so that no distribution amounting to a reduction of capital be made except with such sanction for the time being as may be required by law;
- (v) To adopt such means of making known the businesses or any of them or the services or any of them of the Company or the businesses or products of any other person, firm or company as may seem expedient and, in particular, by advertising in the press, by circulars, by purchase and exhibition of works of art or interest, by publication in books or periodicals, and by granting prizes, rewards and donations, and by carrying on and conducting prize and competition schemes or any scheme or arrangement of any kind, either alone or in conjunction with any other person, firm or company, whereby the said businesses or any of them may be promoted or developed, or whereby the said products may be more extensively advertised and made known;
- (w) To enter into any arrangement with any government or authority, supreme, municipal, local or otherwise, of any country, and to obtain from any such government or authority all legislation, orders, rights, concessions and privileges that may seem requisite;
- (x) To borrow or raise or secure the payment of money for the purposes of or in connection with any of the Company's offices or situations, duties, business or businesses;

- (Y) To mortgage and charge the undertaking and all or any of the real and personal property and assets (present or future) and all or any of the uncalled capital for the time being of the Company, and to issue in cash at par or at a premium or discount, or for any other consideration and with any rights, powers and privileges as may be thought fit, debentures, mortgage debentures or debenture stock or other similar securities, payable to bearer or otherwise, and either permanent or redeemable or repayable, and collaterally or further to secure any securities of the Company by a trust deed or other assurance;
- (Z) To draw, make, accept, endorse, negotiate, discount and execute promissory notes, bills of exchange and other negotiable instruments;
- (aa) To pay or otherwise give consideration for any property or rights acquired by the Company in any manner whatsoever and in particular (but without limitation) in cash or fully or partly paid-up shares, with or without preferred or deferred or guaranteed rights in respect of dividend or repayment of capital or otherwise, or by any securities which the Company has power to issue, or partly in one mode and partly in another and generally on such terms as may seem expedient;
- (bb) To accept payment or other consideration for any property or rights sold or otherwise disposed of or dealt with by the Company in any manner whatsoever and in particular but without limitation in cash, whether by instalments or otherwise, or in fully or partly paid-up shares of any company or corporation, with or without deferred or preferred or guaranteed rights in respect of dividend or repayment of capital or otherwise, or in debentures or mortgage debentures or debenture stock, mortgages or other securities of any company or corporation, or partly in one mode and partly in another and generally on such terms as may seem expedient, and to hold, dispose of or otherwise deal with any shares, stock or securities so acquired;
- (cc) To amalgamate with any other company, whether by sale or purchase (for fully or partly paid-up shares or otherwise) of the undertaking, subject to the liabilities of this or any other such company as aforesaid, with or without winding-up or by sale or purchase (for fully or partly paid-up shares or otherwise) of all or a controlling interest in the shares or stock of this or any other such company as aforesaid, or by partnership, or any arrangement of the nature of partnership, or in any other manner;
- (dd) To pay out of the funds of the Company all expenses which the Company may lawfully pay in respect of or incidental to the formation, registration and advertising of or raising money for the Company and the issue of its capital, including brokerage and commissions for obtaining applications for or taking, placing or under-writing shares, debentures or debenture stock, and to apply at the cost of the Company to Parliament for any extension of the Company's objects and powers;
- (ee) To do all or any of the above things in any part of the world, and either as principals, agents, trustees, contractors or otherwise, and either alone or in conjunction with others, and either by or through agents, sub-contractors, trustees or otherwise; and

- (ff) To do all such things as may appear in the opinion of the Company incidental or conducive to the attainment of the above objects or any of them.

The objects specified in each of the paragraphs of this clause shall not, except where the context expressly so requires, be in any way limited or restricted by the terms of any other paragraph and shall be construed as separate, distinct and independent objects capable of being performed and carried out separately, distinctly and independently of each other. None of such paragraphs or the object or objects therein specified or the powers thereby conferred shall be deemed subsidiary or ancillary to the objects or powers mentioned in any other paragraph, but the Company shall have full power to exercise all or any of the powers and to achieve or to endeavour to achieve all or any of the objects conferred by and provided in any one or more of the said paragraphs.

4. The liability of the Members is limited.
5. The share capital of the company is £1,000 divided into 1,000 ordinary shares of £1 each.

THE COMPANIES ACT 1985

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COMPANY LIMITED BY SHARES

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ARTICLES OF ASSOCIATION

OF

CASHBONUS COMPANY LIMITED

REGULATIONS OF THE COMPANY

1. The articles comprise these Articles and, save insofar as it is modified by these Articles, Table A (which expression means that Table as prescribed by regulations made pursuant to the Companies Act 1985 ("the Act") as amended by the Companies Act 1989 and in force on the date of the adoption of these Articles.

2. Regulations 8, 24, 53, 54, 60-62 (inclusive), 65-69 (inclusive), 73-80 (inclusive), 87, 100 and 118 in Table A do not apply to the Company.

SHARE CAPITAL

3. The share capital of the Company at the date of the adoption of these Articles is £1,000 divided into 1,000 shares of £1 each.

4. (1) Subject to paragraph (4) of this Article the directors shall not without the authority of the Company allot any of the shares in the capital of the Company.

(2) Where authority has been given to the directors as referred to in paragraph (1) of this Article to allot shares, the directors may, subject to the terms of such authority and subject to any terms on which any shares are created or issued, allot such shares to such persons (including any directors) at such times and generally on such conditions as they think proper provided that no shares shall be issued at a discount contrary to the Act.

(3) In the foregoing paragraphs of this Article references to allotment of shares shall include references to the grant of any right to subscribe for, or to convert any security into, shares.

(4) Where authority has been given to the directors as referred to in this Article to grant a right to subscribe for, or to convert any security into, shares the directors may without further authority allot such shares as may require to be allotted pursuant to the exercise of such right.



(10) Section 89(2) of the Act is hereby excluded.

#### VARIATION OF RIGHTS

5. The rights attached to any existing shares shall not (unless otherwise expressly provided by the terms of issue of such shares) be deemed to be varied by the creation or issue of further shares ranking pari passu therewith or subsequent thereto.

#### SHARE CERTIFICATES

6. In Regulation 6 in Table A there shall be inserted after the word "seal" the following words, namely: "or the official seal of the Company".

#### LIEN

7. The Company shall have a first and paramount lien on all the shares registered in the name of any member (whether solely or jointly with others) for all moneys due to the Company from him or his estate, whether solely or jointly with any other person (whether a member or not) and whether such moneys are presently payable or not. The Company's lien on a share shall extend to all dividends or other moneys payable thereon or in respect thereof. The directors may at any time resolve that any share shall be exempt, wholly or partly, from the provisions of this Article.

#### CALLS ON SHARES

8. The directors may accept from any member the whole or any part of the amount remaining unpaid on any share held by him notwithstanding that no part of that amount has been called up.

#### TRANSFER OF SHARES

9. The directors may, in their absolute discretion and without assigning any reason therefor, refuse to register the transfer of a share whether or not it is fully paid

#### TRANSMISSION OF SHARES

10. There shall be inserted at the end of Regulation 31 in Table A the following proviso, namely: "provided always that the directors may at any time give notice requiring any such person to elect either to become or to have another person registered as the holder of the share and if the requirements of the notice are not complied with within ninety days the directors may thereafter withhold payment of all dividends, bonuses or other moneys payable in respect of the share until the requirements of the notice have been complied with."

#### PROCEEDINGS AT GENERAL MEETINGS

11. In paragraph (b) of Regulation 38 in Table A there shall be inserted after the words: "giving that right", the following words, namely: "(or such lesser percentage as may be permitted by the Act and agreed by the members)".

12. In Regulation 41 in Table A there shall be inserted after the words "the directors may determine" the following words, namely: "and if at the adjourned meeting such a quorum is not present within half an hour from the time appointed for the meeting, one member present in person or by proxy or (being a corporation) by its duly authorised representative shall be a quorum".

13. A poll may be demanded by any member present in person or by proxy or (being a corporation) by its duly authorised representative. Regulation 46 in Table A shall be construed accordingly.

#### VOYES OF MEMBERS

14. A resolution in writing of all the members who would have been entitled to vote upon it if it had been proposed at a general meeting at which they were present shall be as valid and effectual as if it had been passed at a general meeting duly convened and held either:

- (a) if it consists of an instrument executed by or on behalf of each such member; or
- (b) if it consists of several instruments in the like form each either:
  - (i) executed by or on behalf of one or more of such members;
  - or
  - (ii) sent by or on behalf of one or more of such members by telex or facsimile transmission and deposited or received at the registered office of the Company or received by the secretary.

15. Subject to any rights or restrictions as to voting attached to any shares by the terms on which they were issued or by or in accordance with the articles or otherwise, on a show of hands every member who (being an individual) is present in person or (being a corporation) is present by its duly authorised representative not being himself a member entitled to vote, shall have one vote, and on a poll every member who is present in person or by proxy or (being a corporation) is present by its duly authorised representative shall have one vote for every share of which he is the holder.

16. The instrument appointing a proxy shall be in writing in any usual or common form and shall (except in the case of an appointment by telex or facsimile copy of an appointment otherwise complying with the requirements of this Article) be executed by the appointor or his attorney duly authorised in writing or in such other form as the directors may approve. A proxy need not be a member of the Company.

17. The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is executed, or a notarially certified copy of such power or authority, shall be deposited or received at the office (or at such other place in the United Kingdom as is specified for that purpose in any instrument or proxy sent by the Company in relation to the meeting) not less than forty-eight hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or handed to the chairman of the meeting or adjourned meeting, and, in default, the instrument of proxy shall be invalid.

#### ALTERNATE DIRECTORS

18. (1) A director may by written notice signed by him (except in the case of an appointment by telex or a facsimile transmission of an appointment otherwise complying with the requirements of this Article) and deposited or received at the office or received by the secretary or in such other manner as the directors may approve appoint another director or any other person to be and act as his alternate director.

(2) Every alternate director shall (subject to his giving to the Company an address within the United Kingdom at which notices may be given to him) be entitled to notice of meetings of the directors or of committees of directors, and to attend and vote as a director at any such meeting at which the director appointing him is entitled to attend and vote but is not personally present and generally at such meeting to exercise all the powers, rights, duties and authorities of the director appointing him. Every alternate director shall also be entitled, in the absence from the United Kingdom of the director appointing him, to sign or, in the case of a telex or facsimile transmission, send on his behalf a resolution in writing of the directors pursuant to Article 27.

(3) An alternate director shall be neither an officer of the Company nor entitled to any remuneration from the Company for acting as an alternate director.

(4) A director may by written notice signed by him or sent by him by telex or a facsimile transmission and deposited or received at the office or received by the secretary or in such other manner as the directors may approve at any time revoke the appointment of an alternate director appointed by him.

(5) If a director shall cease to hold the office of director for any reason, the appointment of his alternate director shall thereupon automatically cease.

#### DELEGATION OF DIRECTORS' POWERS

19. The following words shall be added at the end of the first sentence of Regulation 72 in Table A, namely: "and may also appoint to any such committee persons who are not directors provided that the chairman and a majority of such committee shall be directors".

#### RETIREMENT, APPOINTMENT AND REMOVAL OF DIRECTORS

20. (1) Barclays Bank PLC shall have power from time to time and at any time to appoint any person or persons as a director or directors and to remove from office any director howsoever appointed. Any such appointment or removal shall be effected by an instrument which shall be in writing and shall (except in the case of an appointment or removal by telex or a facsimile copy of an appointment or removal otherwise complying with the requirements of this Article) be executed by Barclays Bank PLC making the same or by the duly authorised attorney of Barclays Bank PLC or in such other manner as the directors may approve, and shall take effect upon such appointment or removal being deposited or received at the office or otherwise communicated to the Company at the office or being handed or otherwise communicated to the chairman of a meeting of the directors at which a quorum is present.

(2) Without prejudice to paragraph (1) of this Article the Company may by ordinary resolution appoint any person to be a director either to fill a vacancy or as an additional director.

DISQUALIFICATION AND REMOVAL OF DIRECTORS

21. In Regulation 81 in Table A:

- (a) there shall be inserted after the word "company" in paragraph (d) the following words, namely: ", provided that such action shall be without prejudice to the terms of and to any rights of the Company under any contract between the director and the Company"; and
- (b) paragraph (e) shall be deleted.

REMUNERATION OF DIRECTORS

22. The following sentence shall be added at the end of Regulation 82 in Table A, namely: "Any director who serves on any committee, or who devotes special attention to the business of the Company, or who otherwise performs services which in the opinion of the directors are in addition to or outside the scope of the ordinary duties of a director (which services shall include, without limitation, visiting or residing abroad in connection with the Company's affairs), may be paid such extra remuneration by way of salary, percentage of profits or otherwise as the directors may determine".

DIRECTORS' APPOINTMENTS AND INTERESTS

23. In Regulation 84 in Table A there shall be substituted for the words "shall not be subject to retirement by rotation" the following words, namely: "shall be subject to the same provisions as to resignation and removal as other directors of the Company".

DIRECTORS' AND EMPLOYEES' GRATUITIES AND PENSIONS

24. The directors may:

- (a) establish and maintain, or procure the establishment and maintenance of, any share option or share incentive or profit sharing schemes or trusts or any non-contributory or contributory pension or superannuation schemes or funds for the benefit of, and may make or give or procure the making or giving of loans, donations, gratuities, pensions, allowances or emoluments (whether in money or money's worth) to, or to trustees on behalf of, any persons who are or were at any time in the employment or service of the Company, or of any company which is a subsidiary of the Company, or is allied to or associated with the Company or with any such subsidiary, or who are or were at any time directors or officers of the Company or of any such other company as aforesaid, and to the wives, husbands, widows, widowers, families and dependants of any such persons;
- (b) establish and subsidise or subscribe to any institutions, associations, clubs or funds calculated to be for the benefit of, or to advance the interests and well-being of the Company, or of any such other company as aforesaid, or of any such persons as aforesaid;

- (c) make payments for or towards policies of assurance on the lives of any such persons and policies of insurance for the benefit of or in respect of any such persons (including insurance against their negligence or breach of duty to the company) as aforesaid;
- (d) pay, subscribe or guarantee money to or for any charitable or benevolent objects, or for any exhibition, or for any political, public, general or useful object; and
- (e) do any of the above things either alone or in conjunction with any such other company as aforesaid.

Subject always, if the Act shall so require, to particulars with respect to the proposed payment being disclosed to the members of the Company and to the payment being approved by the Company, any director shall be entitled to participate in and retain for his own benefit any such loan, donation, gratuity, pension, allowance or emolument.

#### PROCEEDINGS OF DIRECTORS

25. In Regulation 88 in Table A there shall be substituted for the third sentence the following sentences, namely: "every director shall be given not less than 48 hours' notice of every meeting of the directors, such notice to be sent to such address as is notified by him to the company for this purpose or otherwise communicated to him personally. Any director may by notice to the Company either before or after the meeting waive his right to receive notice of the meeting and any director who either:

- (a) is present at the commencement of a meeting whether personally or by his alternate director; or
- (b) does not, within 7 days following its coming to his attention that a meeting has taken place without prior notice of such meeting having been given to him pursuant to this Regulation, notify the Company that he desires the proceedings at such meeting to be regarded as a nullity,

shall be deemed thereafter to have waived his right to receive notice of such meeting pursuant to this Regulation".

26. The following sentence shall be substituted for the final sentence of Regulation 89 in Table A, namely: "For the purpose of determining whether a quorum exists for the transaction of the business of the board of directors:

- (a) in the case of the resolution of directors who would (if attending a meeting) comprise a quorum, who are in telephonic communication with one another, any such resolution shall be as valid and effectual as it passed at a meeting of the board of directors duly convened and held;
- (b) in the case of a meeting of the board of directors, in addition to the directors present at the meeting, any director in telephonic communication with such meeting shall be counted in the quorum and entitled to vote; and
- (c) any person attending a meeting of the board of directors, or in telephonic communication with such a meeting, who is both a director and

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acting as an alternate director for one or more of the directors shall, for the purposes of the quorum, be counted as one for each such person for whom he is acting as an alternate director and, if applicable, shall be counted as a director, but not less than two individuals shall constitute a quorum".

27. A resolution in writing of all the directors or all the members of a committee of directors shall be as effectual as if it had been passed at a meeting of directors, or (as the case may be) a committee of directors duly convened and held either:

(a) if it consists of an instrument executed by or on behalf of each such director or committee member; or

(b) if it consists of several instruments in the like form each either:

(i) executed by or on behalf of one or more of such directors or committee members; or

(ii) sent by or on behalf of one or more of such directors or committee members by telex or facsimile transmission or deposited or received at the office or received by the secretary.

28. Subject to any requisite declaration of interest in accordance with the provisions of the Act and (if applicable) Regulation 85 in Table A, having been made by him a director may vote as a director in regard to any transaction or arrangement in which he is interested, or upon any matter arising therefrom and Regulation 94 in Table A shall be construed subject to this provision.

29. In Regulation 97 in Table A:

(a) there shall be inserted after the words "the appointment" the following words, namely: "or the terms of appointment"; and

(b) the following words shall be deleted, namely: "and be counted in the quorum" and there shall be inserted after the words "his own appointment" the following words, namely: "and shall be counted in the quorum in respect of each resolution including that concerning his own appointment, and Regulation 95 shall be construed subject to this provision".

#### MINUTES

30. The directors shall cause minutes to be made in books kept for the purpose:

(a) of all appointments of officers and alternate directors made by the directors; and

(b) of all proceedings at meetings of the Company, of the holders of any class of shares in the Company, of the directors, and of committees of directors, including the names of the persons present at each such meeting.

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THE SEAL

31. In Regulation 102 in Table A, there shall be substituted for the first sentence the following sentence, namely:

"The company need not have a seal but if the company does have a seal, the seal shall only be used by the authority of the directors or of a committee of directors authorised by the directors".

32. The Company is authorised pursuant to section 39 of the Act for so long as its objects require or comprise the transaction of business in foreign countries to have an official seal for use in any territory, district, or place elsewhere than in the United Kingdom.

NOTICES

33. In Regulation 112 in Table A:

- (a) the final sentence shall be deleted; and
- (b) the following words shall be inserted at the end of the first sentence, namely:

"or by sending it by telex or facsimile transmission to such telex or facsimile number as the member shall have given to the company for the purpose".

34. In Regulation 115 in Table A, there shall be inserted:

- (a) after the words: "pre-paid and posted", the following words, namely: "or that a notice was properly sent by telex or facsimile transmission:"; and
- (b) after the words: "pre-paid and posted", the following words, namely: "or after the time at which it was sent by telex or facsimile transmission".

INDEMNITY

35. Subject to the provisions of the Act, every director, other officer or auditor of the Company or person acting as an alternate director shall be entitled to be indemnified out of the assets of the Company against all costs, charges, expenses, losses or liabilities which he may sustain or incur in or about the execution of his duties to the Company or otherwise in relation thereto.