

Company Number: 2875057

**WRITTEN RESOLUTIONS
OF THE SOLE MEMBER OF**

PDP MOMENTUM PLC

PASSED ON 16th JANUARY 2003

(passed pursuant to the Articles of Association of the Company)

By written resolutions of the sole member of the Company on the date shown above, and pursuant to the articles of association of the Company, the following resolutions have been passed:

1. RE-REGISTRATION FROM PUBLIC LIMITED COMPANY TO PRIVATE

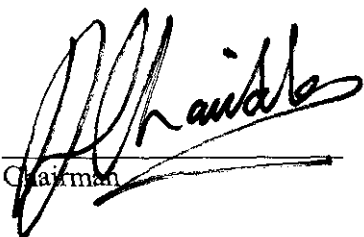
1.1 THAT pursuant to the provisions of Section 53 of the Companies Act 1985 (as amended), the Company be re-registered as a private company and that the memorandum of association be amended as follows:

- (i) by the deletion of the existing clauses 1 and 2 and by the substitution therefor of the following new clause 1:

The name of the Company is PDP Momentum Limited.

- (ii) that the objects contained in the attached print of the memorandum of association be and are hereby adopted as the objects of the Company in substitution for, and to the exclusion of, the existing objects.

1.2 THAT the draft regulations attached be and are hereby adopted as the articles of association of the Company in substitution for and to the exclusion of all the existing articles of association.


Chairman

