

Company No: 2939389



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The Companies Act 1985

COMPANY LIMITED BY SHARES

ORDINARY RESOLUTIONS

of

THE BLEMAIN GROUP LIMITED

Passed 29th June 1994

AT an Extraordinary General Meeting of the Company, duly convened and held on 29th June 1994, the following resolutions were duly passed as ordinary resolutions:

ORDINARY RESOLUTIONS

1. That with effect from the passing of this resolution the authorised share capital of the Company is increased from £100 to £10,000,002 by the creation of 999,902 new Ordinary shares of £1.00 each.

2. That, pursuant to the provisions of section 80 of the Companies Act 1985, the Directors are generally and unconditionally authorised to exercise all the powers of the Company to allot relevant securities as defined by such section provided that:-

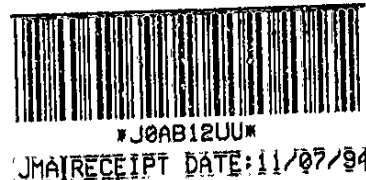
2.1 the maximum amount of such securities which may be allotted under this authority (within the meaning of that section) is £10,000,002 ; and

2.2 this authority shall, unless it is (prior to its expiry) duly revoked or varied or is renewed, expire on 1st July 1998 save that the Company may, before such expiry, make

an offer or agreement which will or may require relevant securities to be allotted after such expiry.

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Chairman of the Meeting

Company No: 2939389



The Companies Act 1985

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTIONS

of

THE BLEMAIN GROUP LIMITED

Passed 29th June 1994

AT an Extraordinary General Meeting of the Company, duly convened and held 29th June 1994, the following resolution was duly passed as a special resolution:

SPECIAL RESOLUTION

1. That, pursuant to the provisions of section 95 of the Companies Act 1985, the Directors are empowered to allot equity securities (as defined in section 94 of that Act) pursuant to the general authority given to them for the purposes of section 80 of that Act as if section 89(1) of that Act did not apply to any such allotment and the Company may make an offer or agreement which will or may require equity securities to be allotted after the expiry of the power granted by this resolution.

2. That the Articles of Association of the Company be amended in the following manner:-

2.1 by inserting the following Article as a new Article 7A

"7A The quorum for the transaction of the business of the Directors shall consist of one

Director and clause 89 of Table A shall be modified accordingly"

- 2.2 by deleting Article 8 and inserting the following Article

"8. The Directors shall not be required to retire by rotation and regulations 73 to 80 (inclusive) of Table A shall not apply to the Company.

- 2.3 by inserting the following Article as a new Article 10A

"10.A.1 For so long as either Barry Stephen Pollock, his widow and any member of Barry Stephen Pollock's family together shall hold at least 10% of the issued share capital of the Company Barry Stephen Pollock or his widow shall be entitled to hold office as a director of the Company

10.A.2 Barry Stephen Pollock or a member of Barry Stephen Pollock's family shall so long as they hold at least 10% of the issued share capital of the Company have the following rights:-

10.A.2.1 if at any general meeting a poll is duly demanded on a resolution to remove him or her from office, to ten votes for each share of which he is the holder; and

10.A.2.2 if at any general meeting a

poll is duly demanded on a resolution to delete or amend or override or lead to the overriding of the provisions of this Article or Article 10.A.3, or to adopt any other Article which gives more than one vote per share in respect of any such resolution as aforesaid, to ten votes for each share of which he is the holder if voting against such resolution.

10.A.3 No provision requiring Barry Stephen Pollock, his widow or any member of his family to sell their shares without the consent of the relevant shareholder shall be made in these Articles of Association.

2.4 by inserting the following Article as a new Article 6A

"6.A A poll may be demanded at any general meeting by the chairman thereof or by any member present in person or by proxy and entitled to vote. Regulation 46 of Table A shall be altered accordingly."

2.5 by inserting the following Article as Article 13

"13.1 For so long as Barry Stephen Pollock or a member of Barry Stephen Pollock's family shall hold any shares in the capital of the Company then if Henry Neville Moser and/or a member of

Henry Neville Moser's family shall receive an offer from a third party in respect of a number of shares which exceeds 5% of the total aggregate number of shares held by Henry Neville Moser and any member of Henry Neville Moser's family at the time of the offer then any transfer pursuant to such an offer shall only be registered by the directors if an offer has been made on the same terms for a pro rata proportion of the shares held at the time by Barry Stephen Pollock or his widow

- 13.2 for the purposes of this Article 13 and Article 10.A.2 the expression "a member of Henry Neville Moser's or Barry Stephen Pollock's family" shall mean (and shall include a trust solely for the benefit or any of) the wife, widow, child and remoter issue (including child by adoption) and parent, brother or sister (whether of full or half blood) and child and remoter issue of any such brother or sister of Henry Neville Moser (in the case of a reference to his family) or of Barry Stephen Pollock (in the case of a reference to his family)."

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Chairman of the Meeting