

COMPANY NUMBER: 2983427

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

EUROBELL LIMITED

(the "Company")

passed on 31 January 2002

Pursuant to section 381A and schedule 15A of the Companies Act 1985 (as amended), the company undersigned being the sole member who at the date hereof would be entitled to attend and vote at a general meeting of the Company convened for the passing of the following special resolution, hereby passes the following special resolution as a written resolution and agrees that the said resolution shall for all purposes be as valid and effective as if the same had been passed at a meeting duly convened and held.

WRITTEN SPECIAL RESOLUTION

"THAT the Articles of Association of the Company be altered by the adoption of a new Article 9A in the form set out below:

"9A. Notwithstanding anything contained in these articles:

(a) any pre-emption rights conferred on existing members by these articles or otherwise shall not apply to, and

(b) the directors shall not decline to register, nor suspend registration of,

any transfer of shares where such transfer is:

(i) in favour of any bank or institution (or any nominee or nominees of such a bank or institution) to whom such shares are being transferred by way of security, or

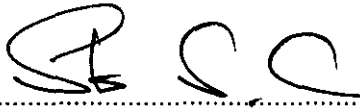
(ii) duly executed by any such bank or institution (or any such nominee or nominees) to whom such shares shall (including any further shares in the Company acquired by reason of its holding of such shares) have been transferred as aforesaid, pursuant to the power of sale under such security, or

(iii) duly executed by a receiver appointed by a bank or institution pursuant to any security document which creates any security interest over such shares,

and a certificate by any official of such bank or institution or any such receiver that the shares are or are to be subject to such a security and that the transfer is executed in accordance with the provisions of this article shall be conclusive evidence of such facts.



Any lien on shares which the Company has shall not apply in respect of any shares which have been charged by way of security to a bank or financial institution or a subsidiary of a bank or financial institution or which are transferred in accordance with the provisions of this article."



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for and on behalf of Eurobell (Holdings) Limited

Date: 31 January 2002

A copy of this resolution has been provided to the Company's auditors in accordance with the Companies Act 1985.