

No: 03061532

THE COMPANIES ACT 1985 (AS AMENDED)

Company limited by shares

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RESOLUTIONS

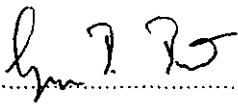
of

ASSTEAD (US) HOLDINGS LIMITED

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At an Extraordinary General Meeting of the above-named Company duly convened and held on 16 April 2004 the following resolutions were passed as ordinary resolutions:

1. That the authorised share capital of the Company be increased to £250,000,000 (two hundred and fifty million) by the creation of 50,000,000 (fifty million) additional Ordinary Shares of £1 each.
2. That, pursuant to section 80 of the Companies Act 1985, the directors be authorised generally and unconditionally to allot relevant securities (as defined in section 80 of the Companies Act 1985) up to an aggregate nominal amount of £50,000,000 provided that this authority, unless renewed, shall expire on the date five years from the date on which this resolution is passed save that the Company may before such expiry make an offer or agreement which would or might require relevant securities to be allotted after such expiry and the directors may allot the relevant securities in pursuance of such offer or agreement as if the authority conferred hereby had not expired.



Chairman of the meeting

