

THE COMPANIES ACT 1985 (AS AMENDED)

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTIONS

pursuant to Section 382B Companies Act 1985

**of DEUTSCHE MORGAN GRENFELL (UK) LIMITED
(the "Company")**

By means of a written record of decision by the sole shareholder of the Company the following resolutions having effect as special resolutions were approved on the 2nd July 1996 by the sole member of the Company.

1. THAT the Articles of Association of the Company be and they are hereby altered by the deletion of Article 10 and the substitution therefor of the following:-

"10. (a) Clause 64 in Table A shall not apply to the Company.

(b) Clause 72 in Table A shall not apply to the Company.

(c) The Directors may delegate any of their powers (with powers to sub-delegate) to any committee consisting of such person or persons (whether Directors or not) as they think fit. They may also delegate to any Chairman or Deputy Chairman or a Managing Director or any Director holding any other executive office such of their powers as they consider desirable to be exercised by him. Any such delegation may be made subject to any conditions the directors may impose, and either collaterally with or to the exclusion of their own powers and may be revoked or altered. Subject to any such conditions, the proceedings of a committee shall be governed by the articles regulating the proceedings of Directors so far as they are capable of applying.

(d) The maximum number and minimum number respectively of the Directors may be determined from time to time by Ordinary Resolution in General Meeting of the Company. Subject to and in default of any such determination there shall be no maximum number of Directors and the minimum number of Directors shall be one. Whensoever the minimum number of the Directors shall be one, a sole Director shall have authority to exercise all the powers and discretions by Table A and by these Articles expressed to be vested in the Directors generally, and Clause 89 in Table A shall be modified accordingly.

(e) No Director shall be required to retire by rotation and Clauses 73 to 80 (inclusive) and the last sentence of Clause 84 in Table A shall not apply to the Company.



(f) No person shall be appointed a Director at any General Meeting unless either:-

(i) he is recommended by the Directors; or

(ii) not less than fourteen nor more than thirty-five clear days before the date appointed for the General Meeting, notice executed by a Member qualified to vote at the General Meeting has been given to the Company of the intention to propose that person for appointment, together with notice executed by that person of his willingness to be appointed.

(g) Subject to paragraph (d) above, the Company may by Ordinary Resolution in General Meeting appoint any person who is willing to act to be a Director, either to fill a vacancy or as an additional Director.

(h) Without prejudice to these Articles, the Directors may appoint a person who is willing to act to be a Director, either to fill a vacancy or as an additional Director, provided that the appointment does not cause the number of Directors to exceed any number determined in accordance with paragraph (d) above as the maximum number of Directors and for the time being in force.

(i) Notwithstanding any other provisions of this Article, for so long as the Company is a subsidiary company, its holding company may appoint any person to be a Director or remove any Director from office howsoever appointed.

(j) Every consent or any appointment or removal of a Director under the powers conferred upon a holding company by these Articles shall be made by instrument in writing and signed by any two of its Directors or by any one of its Directors and either its Secretary or some other person duly authorised for the purpose and such instrument shall only take effect on the service thereof at the registered office of the Company. Every such instrument shall be annexed to the Directors' minute book as soon as practicable after such service.


(k) Notwithstanding any other provisions contained in this Article for so long as the Company is a subsidiary company, its holding company may appoint one or more persons (whether or not Directors) to be members of a Committee of Directors.

(l) All or any powers of the Directors shall be capable of being restricted as the holding company may by notice to the Company from time to time prescribe.

(m) No person dealing with the Company shall be concerned to see or enquire as to whether the powers of the Directors have been in any way restricted hereunder or as to whether any requisite consent of a holding company has been obtained and shall not be affected or in any way prejudiced by any such restriction or lack of consent unless such person had at the time express notice that any act or transaction was in excess of the Directors' powers.

(n) If the Company has more than one holding company then for the purpose of these Articles references to its holding company shall be read and construed as references to its immediate holding company."

2. THAT the Articles of Association of the Company as hereby amended be adopted by the Company.


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Secretary