

3

Company No. 3122913

THE COMPANIES ACTS 1985 AND 1989

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

of

CHARTWELL INVESTMENT MANAGEMENT LIMITED
(the "Company")

PASSED on 29 April 2005

Pursuant to section 381A of the Companies Act 1985 as amended, the undersigned being the sole member of the Company entitled to attend and vote at general meetings of the Company hereby makes the following Ordinary Resolutions:

ORDINARY RESOLUTIONS

- 1 THAT, the authorised share capital of the Company be and is hereby increased from £100,000 to £500,000 by the creation of 400,000 ordinary shares of £1 each all such shares having the respective rights set out in the existing Articles of Association of the Company.
- 2 THAT, pursuant to section 80 of the Companies Act 1985 (the "Act") the directors be and they are hereby authorised generally and unconditionally to allot relevant securities (as defined in section 80(2) of the Act) up to an aggregate nominal amount of £500,000 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.



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duly authorised for and
on behalf of
C.I.M GROUP LIMITED
(Sole shareholder of the Company)

