

No. 3123160

THE COMPANIES ACT 1985
as amended

COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

OF

MILL FILM LIMITED

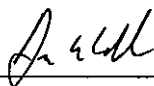
Passed on 1st September 1998

We, the undersigned, being the sole member of the Company for the time being entitled to receive notice of and to attend and vote at a general meeting on the Resolution set out below and pursuant to the Articles of Association hereby resolve that the following Resolution will be passed and agree that the same shall have the same effect as if passed as a Special Resolution at a general meeting duly convened and held:

SPECIAL RESOLUTION

That the Articles of Association of the Company be amended to include the following provision:-

"Notwithstanding any other provision of these Articles the directors shall register a transfer of any shares in the Company made pursuant to a valid enforcement by The Governor and Company of the Bank of Scotland or its successors and assigns of charges granted in its favour and the Company's lien shall not apply in respect of any such shares."



**For and on behalf of
The Mill (Facility) Limited**

JPP/MILL/DOC/DL80813H MILLFILM LIMITED WRITTEN RESOLUTION

