

COMPANY NUMBER: 3148032

THE COMPANIES ACTS 1985 - 1989

COMPANY LIMITED BY SHARES

ABERDEEN INDEPENDENT LIMITED

Pursuant to section 381A of the Companies Act 1985 the following written resolutions were made on 29 May 1998:

1. That the authorised share capital of the Company be increased by £3,000,000 to £5,000,000 by the creation of an additional 3,000,000 ordinary shares of £1 each to rank pari passu in all respects with the existing ordinary shares in the capital of the Company.
2. That the directors from time to time of the company be and are hereby generally and unconditionally authorised to exercise all powers of the company to allot relevant securities (within the meaning of Section 80 of the Companies Act 1985) provided that:-
 - (a) the aggregate of the nominal amount of such securities, where they are shares, and, where such securities are not shares, the nominal amount of the shares in respect of which such securities confer the right to subscribe or convert, shall not exceed £3,000,000; and
 - (b) this authority shall expire on the date five years after the passing of this resolution, 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 relevant securities in pursuance of such offer or agreement as if the authority conferred hereby had not expired.



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Director

