

08 - 07 - 96

COMPANY NUMBER: 3161654

THE COMPANIES ACTS 1985 - 1989

COMPANY LIMITED BY SHARES

RESOLUTIONS IN WRITING

-OF-

ALL THE MEMBERS

-OF-

FISEPA 56 LIMITED



Dated 17th June 1996

The following resolutions were agreed to and signed by all the members of the above named Company entitled to receive notice of and to attend and vote at general meetings of the Company. If they had not been so agreed, they would not have been effective for their purposes unless passed as Special Resolutions at a general meeting of the Company:-

RESOLUTIONS

1. That the authorised share capital of the Company be increased from £1,000 to £50,000 by the creation of an additional 49,000 ordinary shares of £1 each ranking pari passu in all respects with the existing shares in the capital of the Company.
2. That the Directors be generally and unconditionally authorised pursuant to Section 80 of the Companies Act 1985 to exercise all powers of the Company to allot, grant options over or otherwise deal with or dispose of the unissued shares in the authorised share capital of the Company provided that the authority thereby given:-
 - (a) shall be limited to the unissued shares in the authorised share capital of the Company at the date of passing the resolution;
 - (b) that the authority shall expire on the day preceding the fifth anniversary of the date on which the resolution was passed unless previously renewed or varied save that the Directors may notwithstanding such expiry allot grant options over or otherwise deal with or dispose of any shares under the authority in pursuance of an offer or agreement so to do made by the Company before the expiry of the authority.
3. That the Directors of the Company shall have the power to exercise the authority granted to them to allot such ordinary shares to such persons and on such conditions as they may in their discretion determine as if Section 89(1) of the Companies Act 1985 did not apply thereto.

Dated 17th June 1996

A handwritten signature is written over a dotted line.
Director