

No ~~32665777~~



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THE COMPANIES ACTS 1985 & 1989

COMPANY LIMITED BY SHARES

**RESOLUTIONS OF
COTESWORTH CAPITAL LIMITED**

PASSED 28 November 1996

At an Extraordinary General Meeting of the above named Company duly convened and held at 77 Gracechurch Street, London, EC3V OAS on Thursday, 28 November 1996 at 4.45 am/pm the following Resolutions were passed:-

SPECIAL RESOLUTIONS

THAT

1. The new Articles of Association as laid before the meeting and signed for the purpose of identification by the Chairman be adopted as the Articles of Association of the Company in substitution for the existing Articles of Association.
2. The authorised share capital of the Company be and is hereby increased from £100 to £11,000,100 by the creation of 11,000,000 'B' ordinary non-voting shares of

- £1 each conferring the rights attached thereto by the Articles of Association adopted by Resolution 1 above.
3. Each of the two existing issued ordinary shares and each of the remaining 98 unissued ordinary shares in the unissued share capital of the Company on its incorporation be converted into and redesignated as 100 'A' ordinary voting shares of £1 each conferring the rights attached thereto by the Articles of Association adopted by Resolution 1 above.

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 N.W.N.

 Chairman