

No. 3288769



THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

RESOLUTION

of

Executive Holdings Limited

(Passed 5/11/1997)

At an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened and held at 372 WANDSWORTH ROAD, LONDON SW8 4FE on 5 NOVEMBER 1997 at 3.00 pm the following resolution as an Ordinary Resolution.

ORDINARY RESOLUTION

1. THAT conditional upon the written consent of the holder of the Preference Shares and the Bank of Scotland the authorised share capital of the Company be increased from £127,500 to £147,500 by the creation of 20,000 new ordinary shares of £1 each, such shares to form one class with and rank pari passu with the existing ordinary shares of the Company

WE CERTIFY THIS TO BE
A TRUE COPY OF THE
ORIGINAL

Travers Smith & Co. Solicitors
TRAVERS SMITH & CO. SOLICITORS
10 SNOW HILL, LONDON EC1A 2AL
SOLICITORS

DATE: 16/12/92