

19-11-97

Company No. 3393617

THE COMPANIES ACT 1985
Company Limited by Shares

**ORDINARY AND
SPECIAL RESOLUTIONS**

of

ALBEMARLE TRUST LIMITED
(Passed the 11th day of November 1997)

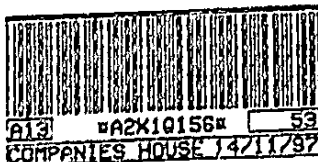
At an Extraordinary General Meeting of the above-named Company duly convened and held on the 11th day of November 1997 the following Resolutions were passed as to Resolution numbered 1 and 2 as Ordinary Resolutions and as to Resolution numbered 3 as a Special Resolution:-

ORDINARY RESOLUTIONS

1. That the 1,000 existing ordinary shares of £1 each in the capital of the Company be sub-divided into 20,000 shares of 5 pence each.
2. That the authorised share capital of the Company be increased to £500,000 by the creation of an additional 9,980,000 shares of 5 pence each in the capital of the Company;

SPECIAL RESOLUTION

3. That:
 - (i) the Directors be and are hereby generally and unconditionally authorised pursuant to and in accordance with Section 80 of the Companies Act 1985 to exercise for a period from the date of the passing of this Resolution until the fifth anniversary thereof all the powers of the Company to allot relevant securities up to an aggregate nominal value of £499,998 and to make offers or agreements which would or might require relevant securities to be allotted after the expiry of the said period provided that such allotments will fall within the limit aforesaid if made during the said period; for the purposes of this Resolution words and expressions defined in or for the purposes of the said Section 80 shall bear the same meaning herein; and
 - (ii) the Directors be and are hereby authorised to make offers and agreements to allot equity securities (within the meaning of the Companies Act 1985) pursuant to and during the period of the authority contained in (i) above as if Section 89 (1) of the Companies Act 1985 did not apply to any such allotments and as if Article 4 of the Articles of Association of the Company did not apply thereto.



G. D. B. Paul
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CHAIRMAN