

**THE COMPANIES ACT 1985**  
**COMPANY LIMITED BY SHARES**

**WYNCHGATE HOLDINGS (1997) LIMITED**

**Company Number: 3397518**

**WRITTEN RESOLUTIONS**

We, the undersigned, being the members of the above-named Company for the time being entitled to receive notice of, attend and vote at general meetings of the Company hereby unanimously pass the following resolutions and agree that the said resolutions shall have effect as written resolutions of the Company in accordance with the provisions of s.381A Companies Act 1985 (the "Act") and accordingly, shall for all purposes be as valid and effective as if the same had been passed as special and ordinary resolutions at a general meeting of the Company duly convened and held:-

**ORDINARY RESOLUTIONS**

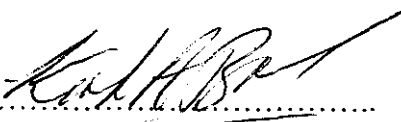
- 1      THAT the 1,900 Ordinary Shares of 50p each in the capital of the Company in issue immediately prior to the passing of this resolution be and are hereby sub-divided into 38,000 Ordinary Shares of 2.5p each.
- 2      THAT the 300,000 authorised but un-issued Preference Shares of £1 each in the capital of the Company immediately prior to the passing of this resolution be and are hereby sub-divided and converted into 12,000,000 Ordinary Shares of 2.5p each, such shares ranking pari passu in all respects with the existing Ordinary shares of 2.5p in the capital of the Company

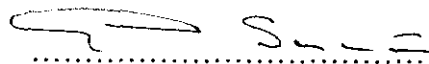
**SPECIAL RESOLUTION**

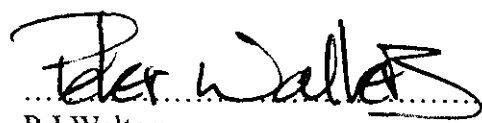
- 3      The directors are generally and unconditionally authorised pursuant to Section 80 of the Companies Act 1985 to allot and issue up to 19,000 Ordinary Shares of 2.5p each within one month of the date of this resolution 5 (on the expiration of which this authority shall expire) and the directors shall have the power to exercise the authority hereby conferred upon them to allot such 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: 25 June 2001



  
.....  
K A Birch

  
.....  
G Salter

  
.....  
P J Walters