

Company number
3398665

THE COMPANIES ACT 1985 (AS AMENDED)
AN UNLIMITED COMPANY HAVING A SHARE CAPITAL
WRITTEN RESOLUTION

OF


SUTTON BRIDGE INVESTORS

By a written resolution dated 5th November, 1999, the holders of all the issued share capital of the Company passed the following resolution:

That, conditional only upon completion of the option agreement dated 5th November, 1999 between ourselves and Sutton Bridge Holdings Limited (the "Agreement") taking place in accordance with clause 4 of that agreement:

- (1) the authorised share capital of the company be increased by £100 to £10,000,100 by the creation of 100,000 additional ordinary shares of 0.1p each ranking pari passu in all respects as one class of shares with the existing ordinary shares in the capital of the company;
- (2)
 - (a) the directors be generally and unconditionally authorised to exercise all powers of the company to allot relevant securities (as defined for the purposes of section 80 of the Companies Act 1985) up to a maximum nominal amount of £10,000,100;
 - (b) this authority shall expire on the day five years after the passing of this resolution;
 - (c) the company may, before this authority expires, make an offer or agreement which would or might require relevant securities to be allotted under this authority after it expires; and
 - (d) all previous authorities under section 80 of the Companies Act 1985 shall cease to have effect;
- (3) the objects of the company be altered by the addition of the following paragraph as a new object after paragraph 3.27:

"3.28. To reduce its share capital, any redemption reserve and any share premium account in any way."; and
- (4) the directors of the company be authorised to hold a meeting of the board to take the actions referred to in clause 2(2)(b) of the Agreement.


.....
For and on behalf of
SPV Management Limited
As sole Director of the Company

07656254



Number 3398665

Certified true
copy of the original
Allen & Overy
23.12.99

The Companies Act 1985

Written Resolution of the Shareholders

of

SUTTON BRIDGE INVESTORS

We being all the members of the Company entitled to attend and vote at a general meeting of the Company hereby resolve pursuant to Regulation 53 of Table A that the following resolution of the Company shall be as valid and effectual as if passed as a resolution at a general meeting of the Company duly convened and held:

Resolution

The articles of association of the Company be amended by the insertion of a new Article 16 as set out below:-

"16. Number of Directors

The number of directors (other than alternate directors) shall not be subject to any maximum but shall be not less than one. Regulation 64 of Table A shall not apply."

Signed on September, 1997 by)
SBIL A (CAYMAN) LIMITED)
acting by)
a director of that company)

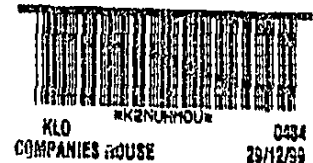
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Signed on 26 September, 1997 by)
SBIL B, L.L.C. acting by)
Michael F. Jakubik as attorney)
for that corporation)

Michael Jakubik

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201224/10740 CE972380.100 AJYT 190997:1143



Confirmed true
copy of the original
Alan C. Gory
23.12.99

Number 3398665

The Companies Act 1985

Written Resolution of the Shareholders

of

SUTTON BRIDGE INVESTORS

We being all the members of the Company entitled to attend and vote at a general meeting of the Company hereby resolve pursuant to Regulation 53 of Table A that the following resolution of the Company shall be as valid and effectual as if passed as a resolution at a general meeting of the Company duly convened and held:

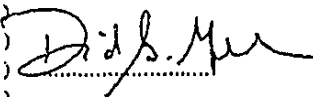
Resolution

The articles of association of the Company be amended by the insertion of a new Article 16 as set out below:-

"16. Number of Directors

The number of directors (other than alternate directors) shall not be subject to any maximum but shall be not less than one. Regulation 64 of Table A shall not apply."

Signed on 25 September, 1997 by
SBIL A (CAYMAN) LIMITED
acting by DAVID G. MULLER
a director of that company

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)

Signed on September, 1997 by)
SBIL B, L.L.C. acting by)
Michael F. Jakubik as attorney)
for that corporation)

CK372340.166

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