

Number 3398665

THE COMPANIES ACT 1985 (AS AMENDED)

SUTTON BRIDGE INVESTORS

Written resolution of all the shareholders of the Company

We being the holders of the entire issued share capital of the Company hereby consent and agree to the following resolution being proposed and passed as a special resolution pursuant to Regulation 53 of Table A as if passed by the Company in general meeting duly convened and held:

Special Resolution

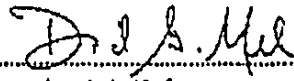
THAT:

- (a) the authorised share capital of the Company be increased to ten million pounds (£10,000,000) by the creation of nine million nine hundred and ninety nine thousand nine hundred (9,999,900) additional Ordinary Shares of one pound (£1) each and each Ordinary Share (whether issued or unissued) then be subdivided into one thousand (1,000) Ordinary Shares of one tenth of one pence (0.1p) each;
- (b) pursuant to section 80 of the Companies Act 1985, the directors be and they are hereby authorised generally and unconditionally to allot relevant securities (as defined in section 80 of the Companies Act 1985) up to an aggregate nominal amount of nine million nine hundred and ninety nine thousand nine hundred and ninety eight pounds (£9,999,998) provided that this authority, unless renewed, shall expire on the date five years from the date on which this resolution is passed save that the Company may before such expiry make an offer or agreement which would or might require relevant securities to be allotted after such expiry and the directors may allot the relevant securities in pursuance of such offer or agreement as if the authority conferred hereby had not expired; and
- (c) the directors be and they are hereby empowered pursuant to Section 95 of the Companies Act 1985 to allot equity securities (within the meaning of Section 94 of the said Act) for cash pursuant to the authority conferred by the previous resolution as if sub-section 89(1) of the said Act did not apply to such allotment, provided that this authority, unless renewed, shall expire on the date five years from the date on which this resolution is passed save that the Company may before such expiry make

SLAUGHTER AND MAY  
35 BASINGHALL STREET  
LONDON EC2V 5DB  
HLD/ATYT



an offer or agreement which would or might require equity securities to be allotted  
after such expiry and the directors may allot equity securities in pursuance of such  
offer or agreement as if the authority conferred hereby had not expired.



for and on behalf of  
SBIL A (Cayman) Limited

Dated 10th July, 1997

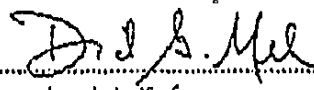
for and on behalf of  
SBIL B, L.L.C.

Dated 10th July, 1997

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an offer or agreement which would or might require equity securities to be allotted after such expiry and the directors may allot equity securities in pursuance of such offer or agreement as if the authority conferred hereby had not expired.

  
.....  
for and on behalf of  
SBIL A (Cayman) Limited

Dated 10th July, 1997

.....  
for and on behalf of  
SBIL B, L.L.C.

Dated 10th July, 1997

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