

Company Number
3403983

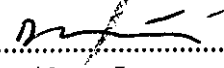
ALNERY NO. 1654 LIMITED

Resolutions of the company passed in the case of resolutions 1 and 2 as special resolutions and in the case of resolution 3 as an elective resolution by the sole member of the company on 11th August, 1997.

RESOLUTIONS

1. That the name of the company be changed to BCP ADR Nominee Limited.
2. That the company be exempt from the provisions of Part VII of the Companies Act 1985 relating to the audit of accounts on the grounds that the company has been dormant since its formation.
3. That:
 - (i) the provisions of section 80A of the Companies Act 1985 shall apply, instead of the provisions of section 80(4) and (5) of that Act, in relation to the giving or renewal (after the passing of this resolution) of any authority of the directors to allot relevant securities;
 - (ii) the company elects to dispense with the laying of accounts and reports before the company in general meeting;
 - (iii) the company elects to dispense with the holding of annual general meetings of the company and the provisions of the articles of association which require a director to resign at an annual general meeting shall be suspended for so long as this resolution remains in force;
 - (iv) the provisions of section 369(4) of the Companies Act 1985 (which specifies the majority required for a meeting to be called on short notice) and of section 278(3) of that Act (which specifies the majority required for a resolution to be proposed and passed as a special resolution on short notice) shall have effect in relation to the company as if for the references to 95 per cent. there were substituted references to 90 per cent.; and
 - (v) the company elects to dispense with the annual appointment of auditors.

Dated 11th August 1997


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For Alnery Incorporations
No. 1 Limited
(sole member)

