

Company number  
3443383

THE COMPANIES ACT 1985

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COMPANY LIMITED BY SHARES

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RESOLUTION

of

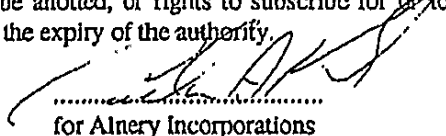
ALNERY NO. 1681 LIMITED

(passed on 14th November, 1997)

The following resolution was duly passed as a special resolution of the company by the sole member of the company on 14th November, 1997:

THAT:

- (1) the memorandum of the company be altered by the deletion of the existing memorandum of association and the substitution of the memorandum set out in the printed document marked "A" attached hereto;
- (2) the regulations set out in the printed document marked "B" attached hereto be adopted as the articles of association of the company in substitution for all existing articles of the company;
- (3) the authorised share capital of the company be increased by £900 to £1000 by the creation of an additional 900 shares of £1 each ranking pari passu in all respects as one class of shares with the existing shares in the capital of the company; and
- (4) the directors be generally and unconditionally authorised for the purposes of section 80 of the Companies Act 1985 to allot, or to grant any right to subscribe for or to convert any security into, shares in the company up to a maximum nominal amount of £1000 at any time or times during the period from the date of the passing of this resolution up to and including 1st January, 2000 on which date the authority given by this resolution shall expire and such authority shall allow the company to make an offer or agreement before the expiry of the authority which would or might require shares to be allotted, or rights to subscribe for or to convert any security into shares to be granted, after the expiry of the authority.

  
.....  
for Alnery Incorporations  
No. 1 Limited (sole member)

