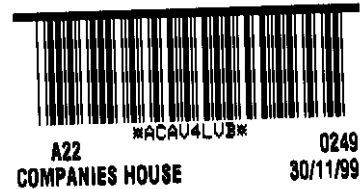


AMENDING RESOLUTION

Company Number : 03542901



The Companies Acts 1985

COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

- of -

SVG LIMITED

PASSED 23rd September 1999

We, the undersigned, being all the members of the above named Company entitled to receive notice of and to attend and vote at General Meetings of the Company, **HEREBY RESOLVE** pursuant to Sections 381A - C of the Companies Act 1985, as follows:-

ORDINARY RESOLUTIONS

1. That with effect from the passing of this resolution the authorised share capital of the Company is increased from £1,000 to £1,501,000 by the creation of 1,500,000 new ordinary shares of £1 each.
2. **THAT**, pursuant to the provisions of section 80 of the Companies Act 1985 ("the Act") the Directors are generally and unconditionally authorised to exercise all the powers of the Company to allot relevant securities as defined by section 80 to Partco Group Limited provided that:-
 - 2.1 the maximum amount of such securities which may be allotted under this authority (within the meaning of section 80) is £1,500,000 ; and
 - 2.2 this authority shall, unless it is (prior to its expiry) duly revoked or varied or renewed, expire on the fifth anniversary from the date of the passing of the resolution.

Name

Signature

Date

23/9/99

Partco Group Limited

for and on behalf of
Partco Group Limited