

Company No. 3588080

THE COMPANIES ACTS 1985 AND 1989

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PRIVATE COMPANY LIMITED BY SHARES

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WRITTEN RESOLUTIONS

Of

TA I LIMITED

WE, being the sole member of the Company which at the date of these resolutions is entitled to attend and vote at a general meeting of the Company, RESOLVE, in accordance with section 381A of the Companies Act 1985, AS FOLLOWS:

1. The Company's authorised share capital be reduced to £200,000,100 by cancelling the existing class of 9.375% convertible cumulative redeemable preference shares of £1 each.
2. THAT new articles of association in the form of the annexed draft, initialled by the Chairman for the purpose of identification, be adopted in substitution for the Company's existing articles of association.
3. THAT the Company's authorised share capital be increased from £200,000,100 to £400,000,000 by the creation of 199,999,900 convertible cumulative redeemable preference shares at a redemption value of £1 per share, with the rights and subject to the restrictions set out in the Company's articles of association as adopted by resolution number 2.
4. THAT, in substitution of all existing authorities, the directors be generally and unconditionally authorised, pursuant to section 80 of the Companies Act 1985 (the "Act") to exercise all powers of the Company to allot relevant securities (within the meaning of that section) up to an aggregate nominal amount of £400,000,000 for a period expiring (unless previously renewed, varied or revoked by the Company in general meeting) on the fifth anniversary of the date hereof, but the Company may make an offer or agreement which would be or might require relevant securities to be allotted after expiry of this authority and the directors may allot relevant securities pursuant to that offer or agreement.



Resolutions 1, 2 and 3 will take effect as special resolutions. Resolution 4 will take effect as an ordinary resolution.

SIGNATURE:

Ping Ball

For and on behalf of Profit Sharing (Overseas), Limited Partnership

DATE: 13 September 1998