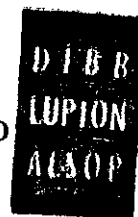


Company No. 3675407

BDML (HOLDINGS) LIMITED



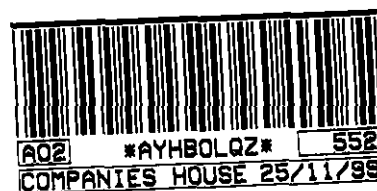
WE HEREBY CERTIFY THIS TO BE
A TRUE COPY OF THE ORIGINAL
DATED 18 November 1999
SIGNED Dibb Lupton

WRITTEN RESOLUTIONS

PURSUANT TO the Articles of Association of the Company which incorporate Regulation 53 of Table A (as defined therein), we, the undersigned, being the sole members of the Company entitled to attend and vote at general meetings of the Company, **HEREBY AGREE AND CONFIRM** that the following resolutions shall for all purposes be as valid and effectual as if they had been passed as ordinary, special and elective resolutions (as appropriate) at a general meeting of the Company duly convened and held and accordingly. **WE HEREBY RESOLVE:**

ORDINARY RESOLUTIONS

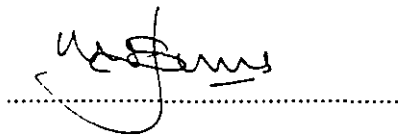
1. THAT (subject to the passing of Resolution 5 below) each of the 1,000 Ordinary Shares in the authorised (both issued and unissued) share capital of the Company be and they are each re-designated an A Ordinary Share of £1 having the rights and being subject to the restrictions set out in the Articles of Association of the Company proposed to be adopted pursuant to Resolution 5 below.
2. THAT (subject to the passing of Resolution 5 below) the authorised share capital of the Company be and it is hereby increased from £1,000 to £300,000 by the creation of 29,000 A Ordinary Shares of £1 each and 270,000 B Ordinary Shares of £1 each, such shares having the respective rights and being subject to the respective restrictions set out in the Articles of Association of the Company proposed to be adopted pursuant to Resolution 5 below.
3. THAT the Directors be and they are hereby generally and unconditionally authorised for the purposes of Section 80 of the Companies Act 1985 ("the Act") to exercise all the powers of the Company to allot grant options over offer or otherwise deal with or dispose of up to 29,998 A Ordinary Shares of £1 each and 270,000 B Ordinary Shares of £1 each provided that this authority shall expire on the first anniversary of the passing of this Resolution and that the Directors be entitled under the authority conferred by Section 80(7) of the Act and this Resolution to make at any time prior to the expiry of such authority any offer or agreement which would or might require relevant securities of the Company to be allotted after the expiry of such authority and that all previous authorisation given by the Company in



General Meeting or otherwise pursuant to Section 80 of the Act be and they are hereby revoked;

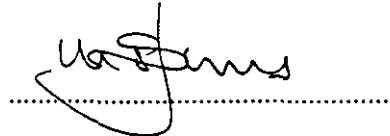
SPECIAL RESOLUTIONS

4. THAT (subject to the passing of Resolution 3 above) the Directors be and they are hereby empowered pursuant to Section 95 of the Act to allot the A Ordinary Shares of £1 each and the B Ordinary Shares of £1 each referred to in Resolutions 1 and 2 above as if Section 89(1) of the Act did not apply to such allotment provided that such power shall expire on the first anniversary of the passing of the Resolution and that the Directors may before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities pursuant to such offer or agreement as if the power conferred hereby had not expired;
5. THAT the Articles of Association in the form of the draft annexed hereto and initialled for the purposes of identification only be and are hereby adopted as the new Articles of Association of the Company in replacement of and in substitution for the existing Articles of Association;



a director duly authorised for and on behalf of
DLA NOMINEES LIMITED

Dated 7 June 1999



a director duly authorised for and on behalf of
DLA SECRETARIAL SERVICES LIMITED

Dated 7 June 1999

