

# 13 - 05 - 99

Company No 3691917

THE COMPANIES ACTS 1985 AND 1989

PRIVATE COMPANY LIMITED BY SHARES

RESOLUTIONS IN WRITING

of

TRIDENT ASSET MANAGEMENT LIMITED

Michael Hintze, being the sole member of the Company who 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:

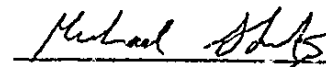
SPECIAL RESOLUTIONS IN WRITING

1. THAT the Company's Ordinary Shares be redesignated as "A" Shares.
2. THAT the Company's articles of association be altered by the deletion of Article 3 and the substitution of the following new Article:

"3(a) The authorised share capital of the Company is £1,000,000 divided into four hundred thousand (400,000) "A" Shares of £1 each and six hundred thousand (600,000) "B" Shares of £1 each. For the avoidance of doubt, the share in issue at the date of adoption of these Articles is an "A" Share. The "A" Shares and the "B" Shares shall entitle the holders of those shares to the respective rights and privileges, and subject such holders to the respective restrictions contained in the Articles."

The written resolutions in paragraph 1 and 2 take effect as special resolutions.

SIGNATURE:



PRINT NAME:

Michael Hintze

DATE:

5 May 1999

