

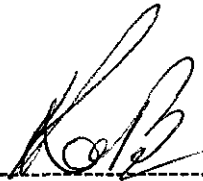
**MARTINEAU GALLERIES NO.1 LIMITED**  
**COMPANY NO. 3744378**

We, Martineau Galleries (GP) Limited, being the Sole Member of the above-named Company (as permitted by the Companies (Single Member) Regulations 1992) who would have been entitled to receive notice and to attend and vote at a General Meeting of the Company make the following Resolution which shall have force and effect as a Written Resolution which shall, in accordance with section 381A of the Companies Act 1985, be as valid and effective as if the same had been duly passed at a General Meeting of the Company convened and held.

**Members' Written Resolution**

"That Article 10.2 in the existing Articles of Association be and is hereby deleted and that the following Article be and is hereby inserted.

- 10.2      The Members shall be entitled at any time and from time to time to appoint new directors (such appointees being the "Nominated Directors" and each a "Nominated Director")"



For and on behalf of Martineau Galleries (GP) Limited

Dated: 17th June 2003



For and on behalf of  
Henderson Secretarial Services Limited



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