

Company No. 3755033

MELLON EUROPE LIMITED
("the Company")

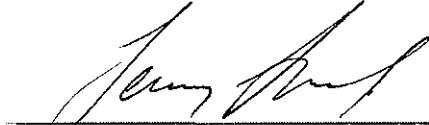
WRITTEN RESOLUTIONS OF THE COMPANY

Dated: 30 September 2004

Pursuant to section 381A of the Companies Act 1985, we, the undersigned, being the sole member who at the date of these resolutions would be entitled to receive notice of and to attend and vote at any general meeting of the Company hereby pass the following resolutions as an Ordinary Resolutions and agree that the said resolutions shall, for all purposes be as valid and effective as if the same had been passed at a general meeting of the Company duly convened and held:

1. **ORDINARY RESOLUTION**

- 1.1 **THAT** the authorised share capital of the Company be and is hereby increased by the creation of an additional 8,433,259 Ordinary shares of £1 each and 82,063,282 Ordinary shares of US\$1 each to rank pari passu with the existing authorised share capital of 108,630,100 Ordinary shares of £1 each with effect from 30 September 2004.
- 1.2 **THAT** the Directors be and are hereby authorised (with such authority expiring five years from the date of this resolution) to allot any of the authorised but unissued share capital of the Company pursuant to section 80 of the Companies Act 1985.


JEREMY N.C. BASSIL

For and on behalf of
Neptune LLC

