

THE COMPANIES ACTS 1985 and 1989

PRIVATE COMPANY LIMITED BY SHARES

BNY Securities Limited
(the 'Company')

WRITTEN RESOLUTION

Dated 28th June 2002,

We, BNY International Financing Corporation, being the only Member for the time being of the Company in terms of section 381(A) of the Companies Act 1985, as amended, hereby pass the following Resolution as a Special Resolution and agree that the Resolution shall, pursuant to the said Section 381(A), 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.

It was **RESOLVED** as a **SPECIAL RESOLUTION**:

that the Articles of Association of the Company be altered by the insertion of a new Article 12, namely:

"A meeting of the Directors or a committee of the Directors may consist of a conference between Directors or members of the committee who are not all in one place but of whom each is able (directly or by telephone, televisual or similar means of communication) to speak to each of the others and to be heard by each of the others simultaneously.";

and

that consequentially the existing Articles 12 to 13 shall be re-numbered 13 and 14 accordingly.

Member:

BNY INTERNATIONAL FINANCING CORPORATION.

Clifford Morris

For and on behalf of
BNY Secretaries (UK) Limited
Secretary

