

Company No: 3782941

THE COMPANIES ACTS 1985 AND 1989

WRITTEN MEMBERS' RESOLUTION

of

OPUS PORTFOLIO LIMITED

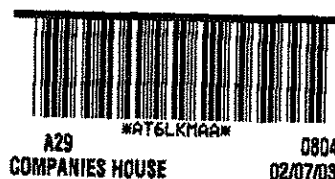
(the "Company")

(Passed in accordance with article 16.11 of the Articles of Association of the Company)

We, the undersigned, being all the members of the Company who at the date of this resolution would be entitled to attend and vote at a general meeting of the Company, HEREBY PASS the following resolutions as a special or ordinary resolutions (as indicated) and agree that the said resolutions shall, for all purposes, be as valid and effective as if they had been passed by us at a general meeting of the Company duly convened and held:

ORDINARY RESOLUTIONS

1. **THAT** the authorised share capital of the Company of £3,263,848.25 divided into 1,055,389 ordinary shares of £0.25 each, 4 deferred shares of £0.25 each and 12,000,000 preference shares of £0.25 each be amended by cancelling the 12,000,000 unissued preference shares of £0.25 each and increasing the number of ordinary shares of £0.25 each to 2,055,396 thereby giving the Company a share capital of £513,850 divided into 4 deferred shares of £0.25 each and 2,055,396 ordinary shares of £0.25 each in the capital of the Company having the rights set out in the Articles of Association proposed to be adopted pursuant to resolution 4 below.
2. **THAT** in substitution for any existing authorities and in accordance with section 80 of the Companies Act 1985 (the "Act") the directors be and are generally and unconditionally authorised to exercise all the powers of the Company to allot relevant securities (within the meaning of Part IV of the Act) provided that this authority shall:
 - (a) be limited to the allotment of relevant securities up to a maximum nominal amount equal to the nominal amount of the authorised but unissued share capital at the date of the passing of this resolution;
 - (b) expire (unless previously revoked, varied or renewed) on the fifth anniversary of the passing of this resolution; and
 - (c) for the purposes of sub-paragraph (b) above, allow and enable the directors to make an offer or agreement which would or might require relevant securities to be allotted after such expiry and the directors may allot relevant securities in pursuance of such an offer or agreement as if the power conferred had not expired.



SPECIAL RESOLUTIONS

3. **THAT** in substitution for any existing authorities and conditional upon the passing of resolution 2 above and in accordance with section 95 of the Act, the directors be and are given the power to allot equity securities (as defined in Part IV of the Act) pursuant to the authority conferred by resolution 2 above as if section 89(1) of the Act did not apply to any such allotment.
4. **THAT** the Articles of Association attached to this resolution be approved and adopted as the new Articles of Association of the Company in substitution for and to the entire exclusion of the existing Articles of Association.

Signed for and on behalf of The Trustees of
the Peter De Haan Settlement

Date of signature: 13 June 2003

Signed by Peter De Haan

Date of signature: 13 June 2003

Signed for and on behalf of The Trustees of
the Peter De Haan Discretionary Settlement

Date of signature: 13 June 2003

Signed for and on behalf of The Trustees of
the Peter De Haan Grandchildrens Settlement

Date of signature: 13 June 2003