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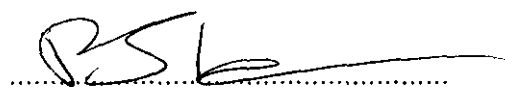
PHS INVESTMENTS LIMITED

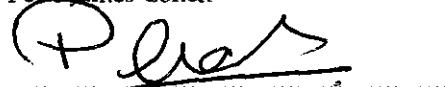
(Registered No. 3805412)


We, being all the members in the Company, hereby pass the following resolution as a written resolution of the Company pursuant to section 381A of the Companies Act 1985:


"THAT:


- (1) the authorised share capital of the Company be and is hereby increased by £2.00 to £20,202.02 by the creation of 200 Ordinary Shares of £0.01 each having the rights and subject to the restrictions set out in the Articles of Association of the Company;
- (2) in substitution for any existing power under section 80 of the Act, but without prejudice to the exercise of any such authority prior to the date hereof, the Directors be and are hereby generally and unconditionally authorised in accordance with section 80 of the Act to exercise all the powers of the Company to allot relevant securities (as defined in section 80(2) of the Act) up to an aggregate nominal amount of £101.00, such authority to expire five years from the passing of this resolution but so that such authority shall allow the Company to make offers or agreements before the expiry of such authority which would or might require relevant securities to be allotted after such expiry and the directors may allot relevant securities in pursuance of such offers or agreements as if the power conferred hereby had not expired;
- (3) in substitution for any existing power under section 95 of the Act, the directors be and are hereby generally and unconditionally empowered pursuant to section 95 of the Act, to allot equity securities (as defined in section 94(2) of the Act) (for cash pursuant to the above authority given in accordance to section 80 of the Act as if section 89(1) of the Act) did not apply to the allotment such power to expire five years from the passing of this resolution but so that such power shall allow the Company to make offers or arrangements before the expiry of this power would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of such offers or agreements as if the power conferred hereby had not expired".


Peter James Cohen

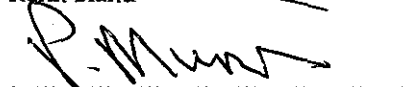

Peter Challans



Lynne Patricia Vanes

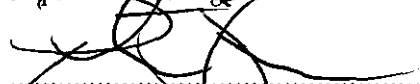

Michael Patrick Johns



John Fletcher Skidmore


Keith Bland

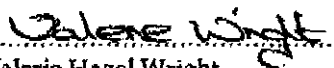

Pearl Muro

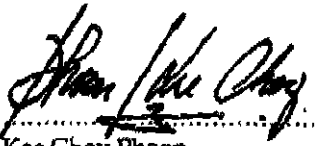

Stephanie Hutchings


Peter Michael Jones

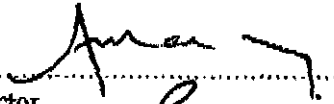


Nicola Jane Evans

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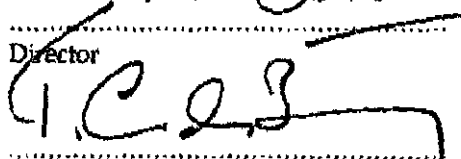

Valerie Hazel Wright


Kee Choy Phoon

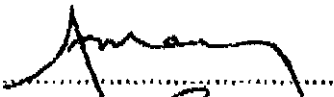

Signed by Fund Nominees Limited by:

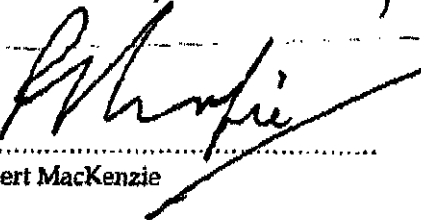

Director

Director/Secretary

Signed by Charterhouse General Partners (VI) Limited by:


Director

Director/Secretary

Signed by CHEF Nominees Limited by:


Director

Director/Secretary


Robert MacKenzie

Date: 23-03-01