

Company No. 3810754

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

KINETECH LIMITED

(Passed on 6 November 2000)

In accordance with section 381A Companies Act 1985 the following Resolution was agreed to and was duly passed on 6 November 2000, as a Special Resolution:

SPECIAL RESOLUTION

We, being the member of this single member Company who at the date of this resolution are entitled to attend and vote at a general meeting of the Company, RESOLVE, in accordance with section 381A of the Companies Act 1985, AS FOLLOWS:

THAT, the articles of association of the Company be altered by the adoption of a new clause 4.3 in the form set out below:

"4.3. Notwithstanding anything contained in these Articles:-

- (a) any pre-emption rights conferred on existing members by these Articles or otherwise shall not apply to; and
- (b) the directors shall not decline to register, nor suspend registration of,

any transfer of shares where such transfer is:-
 - (i) in favour of any bank or institution (or any nominee or nominees of such a bank or institution) to whom such shares are being transferred by way of security; or
 - (ii) duly executed by any such bank or institution (or any such nominee or nominees), to whom such shares (including any further shares in the Company acquired by reason of its holding of such shares) have been transferred as aforesaid, pursuant to the power of sale under such security



and a certificate by any official of such bank or institution that the shares are or are to be subject to such security and the transfer is executed in accordance with the provisions of this Article shall be conclusive evidence of such facts.

Any lien on shares which the Company has shall not apply in respect of any shares which have been charged by way of security to a bank or institution or a subsidiary bank or institution."

This written resolution takes effect as a special resolution.

Signed by a duly authorised representative on behalf of the sole member of the Company who at the date of the Resolution (being the date when the Resolution is signed by or on behalf of the sole member) would be entitled to attend and vote at a general meeting of the Company had the Resolution been put to such a meeting:

Signature: SACollis

Name: Sarah A Collis

Duly authorised for and on behalf of Prebon Group Limited

Dated: 6 November 2000