

Company No. 3817379

THE COMPANIES ACTS 1985 AND 1989

PRIVATE COMPANY LIMITED BY SHARES

RESOLUTIONS IN WRITING

of

WINTERCROFT LIMITED

Clifford Chance Nominees Limited, being the sole member of the Company who at the date of these resolutions is 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:

RESOLUTIONS IN WRITING

1. THAT the Company's authorised share capital be increased to £1000 by the creation of 900 shares of £1 each
2. THAT the directors be generally and unconditionally authorised, pursuant to section 80 of the Companies Act 1985 (the "Act"), to exercise all powers of the Company to allot relevant securities (within the meaning of that section) up to an aggregate nominal amount of £999 for a period expiring (unless previously renewed, varied or revoked by the Company in general meeting) on a period ending five years after the date of this resolution but the Company may make an offer or agreement which would be or might require relevant securities to be allotted after expiry of this authority and the directors may allot relevant securities pursuant to that offer or agreement.

The written resolutions in paragraphs 1 and 2 take effect as ordinary resolutions.

SIGNATURE: _____

John B. Yare
for and on behalf of Clifford Chance Nominees Limited

DATE: _____

3/ix/1999

