

Company No: 3852243

THE COMPANIES ACTS 1985 TO 1989

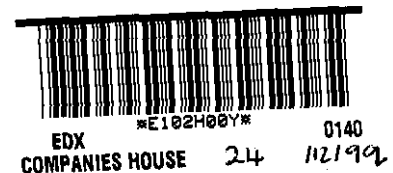
WRITTEN RESOLUTIONS

OF

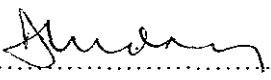
Helphire EBT Trustee Limited

The following resolutions have been agreed to, pursuant to and in accordance with Section 381A of the Companies Act 1985, by the undersigned, being the sole member of the Company having the right to attend and vote at a general meeting of the Company and the Company having no auditors the provisions of Section 381B of the Companies Act 1985 have no application:

1. THAT with effect from the date of this resolution, the Company adopt a new statement of its objects in the form attached to this resolution in substitution for and to the exclusion of the existing statement of its objects incorporated in the Memorandum of Association of the Company.
2. ~~THAT~~ with effect from that date of this resolution, the Company adopt new Articles of Association in the form attached to this resolution in substitution for and to the exclusion of the existing Articles of Association of the Company.
3. THAT the Company elects, pursuant to and in accordance with Sections 366A and 379A of the Companies Act 1985 ("the Act") to dispense with the holding of Annual General Meetings of the Company.
4. THAT the Company elects, pursuant to and in accordance with sections 386 and 379A of the Act, to dispense with the obligation to appoint auditors annually.
5. THAT the Company elects, pursuant to and in accordance with Sections 252 and 379A of the Act to dispense with the laying of accounts and records before the Company in general meeting.



6. **THAT** the Company elects, pursuant to and in accordance with Section 379A of the Act, that the provisions of Section 80A of the Act shall apply in lieu of Sections 80(4) and 80(5) of the Act in relation to the giving or renewal of an authority to the directors under Section 80 of the Act after the passing of this resolution.
7. **THAT** the Company elects, pursuant to and in accordance with Section 379A of the Act that the requisite majority for the purposes of Section 369(4) and 378(3) of the Act shall be members, and together holding not less than 90% in nominal value of the shares giving the right to attend and vote at the Meeting.

<u>Date</u>	<u>Signature</u>	<u>Name of Shareholder</u>	<u>No. of Shares</u>
16 December 1999	 David Lindsay for and on behalf of Helphire Group plc	Helphire Group plc	One Ordinary Share