

Company No. 03922833

**THE COMPANIES ACT 1985**  
**COMPANY LIMITED BY SHARES**  
**WRITTEN RESOLUTION**  
**of**  
**UTILYX LIMITED**

We, the undersigned, being all the Members of the Company for the time being entitled to receive notice of, attend and vote at General Meetings hereby unanimously pass the following Resolution and agree that the said Resolutions shall for all purposes be as valid and effective as if the same had been passed at a General Meeting of the Company duly convened and held:

**RESOLUTIONS**

THAT (i) the regulations contained in the document marked "Exhibit A" and attached hereto be adopted as the Company's articles of association in substitution for and to the exclusion of all the existing articles of association of the Company; (ii) each of the existing 'A' Shares and 'B' Shares if there are any be re-designated as Ordinary Shares of £1 each, such Ordinary Shares to have the rights and restrictions attaching to Ordinary Shares as set out in the Company's articles of association as adopted in (i) above; and (iii) each of the Ordinary Shares of £1 in the capital of the Company (issued and unissued) be subdivided into 100 shares of £0.01 each.



Chris Bowden

DATED 28 April 2000



A03 \*ADTQIQZD\* 0686  
COMPANIES HOUSE 01/06/00  
COMPANIES HOUSE 17/05/00