

Company No. 3936280

THE COMPANIES ACTS 1985 AND 1989

---

PRIVATE COMPANY LIMITED BY SHARES

---

**RESOLUTIONS IN WRITING**

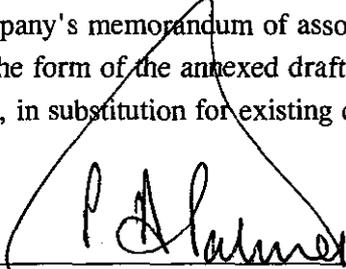
of

**PADDOCKPLACE LIMITED**

Clifford Chance Nominees Limited and Clifford Chance Secretaries Limited, being all the members of the Company who at the date of these resolutions are entitled to attend and vote at a general meeting of the Company, RESOLVE, in accordance with section 381A of the Companies Act 1985, to pass the following as a written resolution:

1. THAT the Company's memorandum of association be altered by the adoption of a new clause 3(A) in the form of the annexed draft, initialled by the chairman for the purpose of identification, in substitution for existing clause 3(A).

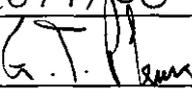
SIGNATURE:

  
P. A. PALMER for and on behalf of Clifford Chance Nominees Limited

DATE:

26/7/00

SIGNATURE:

  
G. T. PLEWS for and on behalf of Clifford Chance Secretaries Limited

DATE:

26th July 2000



ED8 \*E5D818N1\* 0016  
COMPANIES HOUSE 31/07/00

**Memorandum of Association of Paddockplace Limited**

**(name changed to Gigajoule Limited by special resolution dated 26 July 2000)**

*RAJ*  
*ATD*

3. The Company's objects are:

- (A) (i) To build, develop, operate, manage, market and exploit trading systems for persons wishing to carry out transactions in respect of contracts for the sale and purchase of coal and also in respect of any other type of commodity;
- (ii) To act as and carry on the business of broking, dealing, market-making, lending, management and advice and other businesses in relation to coal and other commodities;
- (iii) To develop and carry on the following businesses, namely, to provide electronic and telephone broking and dealing services for participants in the coal market and any other market of any kind and any other trade or business which can in the opinion of the directors be advantageously carried on by the Company in connection with or ancillary to or in furtherance of any of the businesses or objects of the Company
- (iv) To make rules and regulations for the admission of participants in any systems to be operated or controlled directly or indirectly by the Company, and from time to time to fix and vary the payments to be made on admission and otherwise by such participants and the privileges and advantages they are to have and the conditions and obligations they are to be under, and to enter into and establish rules and terms for the entry into all such guarantees or other engagements as may from time to time be deemed calculated to facilitate, promote and extend and secure the fulfilment of financial, commercial and mercantile contracts, and the payment or provision of compensation for the breach, non-observance or non-performance thereof;
- (v) To research and design, manufacture, build, acquire, supply, deal in systems, machinery, software, electrical and electronic products, apparatus, and technology of all kinds, and to provide technical support and assistance for users thereof;
- (vi) To develop, produce, acquire and deal in intellectual property of all kinds;
- (vii) To provide advisory and informational services of all kinds;
- (viii) To promote and protect the commercial interests of members of the systems controlled by the Company in connection with those systems;