

Company No 3939828

The Companies Act 1985

Company Limited by Shares

Written Resolution

of

COPPICE GROUP LIMITED (the "Company")



Pursuant to Section 381A of the Companies Act 1985

Passed on 6th day of March 2002

We, the undersigned being the sole member of the Company who at the date hereof would be entitled to attend and vote at a general meeting of the above company, hereby **RESOLVE** as follows that such resolutions take effect as special resolutions above:

SPECIAL RESOLUTIONS

1. **THAT** the wording below be approved and adopted as paragraph 3.13A of the Company's Memorandum of Association in addition to the existing paragraph 3.13 in the Memorandum of Association of the Company:

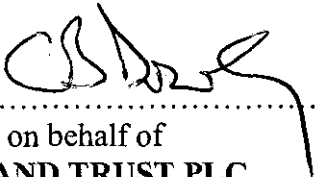
"3.13A. For any reason whatsoever to mortgage or charge, either with or without the Company receiving any consideration or advantage, all or any part of the undertaking, property, assets, rights and revenues present and future and uncalled capital of the Company and to guarantee or otherwise support or secure, either with or without the Company receiving any consideration or advantage and whether by personal covenant or by mortgaging or charging all or any part of the undertaking, property, assets, rights and revenues present and future and uncalled capital of the Company or by any or all such methods or by any other means whatsoever, the liabilities and obligations of and the payment of any moneys whatsoever (including but not limited to principal, interest and other liabilities in respect of any borrowings or acceptance credits and capital, premiums, dividends, costs and expenses on any stocks, shares or securities and in each and every case whether in pounds sterling or any other currency) by any person, firm or company including but not limited to any company which is for the time being the holding company (as defined in Section 736 of the Companies Act 1985) or a subsidiary undertaking (as defined by section 258 of the Companies Act 1985) of the Company or of the Company's holding company as so defined"; and

2. **THAT** the wording below be approved and adopted as paragraph 3.27 of the Company's Memorandum of Association:

“3.27 Subject to and in accordance with due compliance with the provisions of sections 155 to 158 (inclusive) of the Companies Act 1985 (the “Act”) (if and so far as such provisions shall be applicable), to give, whether directly or indirectly, any kind of financial assistance (as defined in section 152(1)(a) of the Act) for any such purpose as is specified in section 151(1) and/or section 151(2) of the Act.”

3. **THAT** Article 23 of the Company’s Articles of Association be amended so that the words “or any financial institution” are inserted in sub-paragraphs (a) and (b) after the words “any nominee of a bank” and that the words “or financial institution” are inserted in sub-paragraph (a) after the words “in favour of the bank” and again after the words “an officer of the bank” in the penultimate line of the Article.

Dated this 6th day of March 2002


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For and on behalf of
RUTLAND TRUST PLC