

**WRITTEN RESOLUTION
OF
HAMSARD 2167 LIMITED (the "Company")
(Company Number: 3966333)**

Passed on : 25 October 2000



We, the undersigned, being the sole member for the time being of the above named Company entitled to receive notices, attend and vote at general meetings thereof **HEREBY PASS** the following written resolutions as ordinary resolutions of the Company as specified below pursuant to section 381A of the Companies Act 1985 and confirm that such written resolutions shall be as valid and effectual as if they had been passed at an extraordinary general meeting of the Company duly convened and held:

ORDINARY RESOLUTIONS

1. **THAT** the authorised share capital of the Company be increased from £100 to £280 by the creation of 180 ordinary shares of £1 each in the capital of the Company having the rights and restrictions set out in the Articles of Association of the Company.
2. **THAT** the Directors shall have unconditional authority to allot, grant options over, offer or otherwise deal with or dispose of any relevant securities (as defined in section 80(2) of the Companies Act 1985) of the Company to such persons at such times and generally on such terms and conditions as the Directors may determine. The authority hereby conferred shall be for a period expiring five years from the date hereof unless previously renewed, varied or revoked by the Company in General Meeting and the maximum of such relevant securities as aforesaid which may be allotted pursuant to such authority shall be the authorised but as yet unissued share capital of the Company at the date and time of passing this Resolution.
3. **THAT** the Directors shall be entitled under the authority hereby conferred or under any renewal thereof to make at any time prior to the expiry of such authority any offer or agreement which would or might require relevant securities as aforesaid to be allotted after the expiry of such authority.
4. **THAT** Section 89 of the Companies Act 1985 be disapplied in respect of the authorised share capital of the Company.

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Duly authorised representative of Hammond Suddards Edge Directors Limited