

No. 4006766



The Companies Act 1985 (as Amended)

ISP Holdings Limited

This written resolution signed by or on behalf of the sole member of the above company (holding all of the company's issued share capital of 2 ordinary shares of £1.00 each) is made pursuant to section 381A of the Companies Act 1985.

We have resolved, to the intent that this resolution shall take effect as an ordinary resolution passed at a general meeting of the company,

THAT:

1. The authorised share capital of the Company be increased to £100,002 by the creation of 99,902 additional ordinary shares of £1.00 each.
2. Pursuant to section 80 Companies Act 1985 and without prejudice to any existing authority pursuant to section 80 Companies Act 1985, the directors be and they are hereby authorised generally and unconditionally to allot additional relevant securities (as defined in section 80 of the Companies Act 1985) up to an aggregate nominal amount of £100,002 provided that this authority, unless renewed, shall expire on the date five years from the date on which this resolution is passed save that the Company may before such expiry make an offer or agreement which would or might require relevant securities to be allotted after such expiry and the directors may allot the relevant securities in pursuance of such offer or agreement as if the authority conferred hereby had not expired.

Signed: 

for and on behalf of

Swordrock ISP Holdings Limited

Date: ^{29th} June, 2000