

THE COMPANIES ACTS 1985 TO 1989

PRIVATE COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION IN WRITING

of

GOSHAWK DEDICATED (No. 2) LIMITED

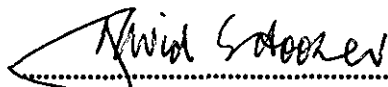
Passed on 6th December 2000

The undersigned, being the sole member of the above-named Company as at the date hereof, does hereby pass the following resolution as a Special Resolution in writing pursuant to Regulation 53 of Table A as prescribed by the Companies (Tables A to F) Regulations 1985 (as amended) which Regulation applies to the Company:

SPECIAL RESOLUTION

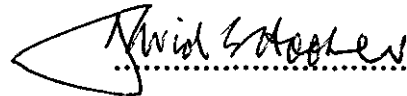
THAT the Memorandum of Association of the Company be and it is hereby amended:

- (i) by the insertion of the paragraphs on the document annexed hereto marked "A" as new clauses 3.2.23 and 3.2.24 respectively;
- (ii) by the renumbering of existing clause 3.2.23 as 3.2.25; and
- (iii) by the renumbering of existing clause 3.2.24 as 3.2.26.


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GOSHAWK CAPITAL LIMITED



This is the document marked
"A" referred to in the Special
Resolution passed on
December 2000

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3.2.23 To enter into any guarantee, contract of indemnity or suretyship and in particular (without prejudice to the generality of the foregoing) to guarantee, support or secure, with or without consideration, whether by personal obligation or by mortgaging or charging all or any part of the undertaking, property and assets (present and future) and uncalled capital of the Company or by both such methods or in any other manner, the performance of any obligations or commitments of, and the repayment or payment of the principle amounts of and any premiums, interest, dividends and other monies payable on or in respect of any securities or liabilities of, any person or, with or without consideration, the transfer of any part of the undertaking, property and assets (present and future) of the Company, or otherwise confer a benefit on, any person, including (without prejudice to the generality of the foregoing) any company which is for the time being a subsidiary or holding company of the Company or another subsidiary of a holding company of the Company or otherwise associated with the Company;

3.2.24 To enter into deposit trust deeds (interavailable – short form) and/ or security and trust deeds (interavailable – short form) or such other trust deeds in the form prescribed by the Council of Lloyd's and any other associated documentation and, with or without consideration, to transfer over all or any part of the undertaking, property and assets (present and future) of the Company to the trustees (to be held under the terms) of the trusts declared by such instruments so as to stand as security for the Lloyd's insurance creditors of the Company and/or any company which is for the time being a subsidiary or holding company of the Company or another subsidiary of a holding company of the Company or otherwise associated with the Company,

AND It is hereby declared that in this Clause the objects specified in the different paragraphs of this Clause shall not, except where the context expressly so requires, be in any way limited or restricted by reference to or inference from the terms of any other paragraph or the name of the Company or the nature of any business carried on by the Company, but may be carried out in as full and ample a manner and shall be construed in as wide a sense as if each of the said paragraphs defined the objects of a separate, distinct and independent company.