THE COMPANIES ACTS 1985 AND 1989
PRIVATE COMPANY LIMITED BY SHARES

RESOLUTIONS IN WRITING

of

MELONBROOK LIMITED

Clifford Chance Nominees Limited, being the sole member of the Company which at the date of these resolutions is entitled to attend and vote at a general meeting of the Company, RESOLVES, in accordance with section 381A of the Companies Act 1985, to pass the following as written resolutions:

- 1. THAT the Company's authorised share capital be increased to £2,500,000 by the creation of 2,499,900 "A" Ordinary Shares of £1 each
- 2. THAT, in addition to the authority contained in the Company's articles of association (as altered), the directors be generally and unconditionally authorised, pursuant to section 80 of the Companies Act 1985 (the "Act"), to exercise all powers of the Company to allot relevant securities (within the meaning of that section) up to an aggregate nominal amount of £2,499,999 for a period expiring (unless previously renewed, varied or revoked by the Company in general meeting) on the fifth anniversary of the date of these resolutions but the Company may make an offer or agreement which would be or might require relevant securities to be allotted after expiry of this authority and the directors may allot relevant securities pursuant to that offer or agreement.

The written resolutions in paragraphs 1 and 2 take effect as ordinary resolutions.

SIGNATURE: for and on behalf of Chance Nominees Limited

DATE:

*L8DU5SCA** 0465
COMPANIES HOUSE 20/07/00

London-1/553671/01 R2149/00498