

WRITTEN RESOLUTION OF THE MEMBERS OF
COFUNDS LIMITED ("the Company")
COMPANY NO. 4022350

Pursuant to Regulation 53 of Table A
set out in the Schedule to the
Companies (Tables A to F) Regulations 1985


We, the undersigned, being the sole Member of the Company for the time being entitled to receive notice of and to attend and vote at General Meetings HEREBY RESOLVE with the intent that Resolution 1 shall have effect as an Ordinary Resolution and Resolutions 2 and 3 as Special Resolutions that:

1. The share capital of the Company be altered in the following manner, namely:
 - 1.1 the authorised share capital of the Company be increased from £1,000 to £20,000,000 by the addition thereto of £19,999,000 divided into 19,999,000 Ordinary Shares of £1.00 each ranking pari passu with the existing Ordinary Shares of £1.00 each;
 - 1.2 the 20,000,000 Ordinary Shares of £1.00 be consolidated into 200,000 shares of £100 each; and
 - 1.3 the whole of the authorised share capital of 200,000 shares of £100 each be designated as "A" Shares, such shares to have attached thereto the rights and privileges and be subject to the restrictions set out in the new Articles of Association of the Company adopted by Special Resolution on the date of this resolution.
2. The Articles of Association set out in the print and attached to this resolution be adopted as the Articles of Association of the Company in place of the existing Articles of Association.
3. The objects of the Company be altered by adding to the objects clause at clause 3 of the Company's Memorandum of Association the objects clause attached to this resolution.



22 - 08 - 00

Dated: 8 August 2000

A handwritten signature in dark ink, consisting of several loops and a long horizontal stroke, positioned above a dotted line.

for and on behalf of Quickness Limited