

COMPANIES ACT 1985

PRIVATE COMPANY LIMITED BY SHARES

DMWSL 314 LIMITED

(Registered No. 4026996)



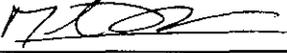
NOTICE OF WRITTEN RESOLUTION OF SOLE SHAREHOLDER

Notice is hereby given that on *25 September* 2000 the sole shareholder of the Company resolved by means of written resolution pursuant to Section 381A of the Companies Act 1985 (as amended):

"THAT

- (a) each of the 100 issued and unissued Ordinary Shares of £1.00 in the capital of the Company be and is hereby subdivided into 100 Ordinary Shares of £0.01 each having the same rights and restrictions attaching to the Ordinary Shares of £1.00 each as set out in the articles of association of the Company."
- (b) the authorised share capital of the Company be and is hereby increased from £100 to £15,797.92 by the creation of an additional 1,569,792 Ordinary Shares of £0.01 each having the same rights and restrictions attached to the Ordinary Shares of £1.00 each set out in the articles of association of the Company;
- (c) in substitution for any existing power under section 80 of the Companies Act 1985 (as amended) (the "Act"), but without prejudice to the exercise of any such authority prior to the passing hereof, the Directors be and are hereby generally and unconditionally authorised in accordance with section 80 of the Act to exercise all the powers of the Company to allot all the authorised but unissued Shares in the Company such authority to expire five years from the date of the passing of this resolution but so that such authority shall allow the Company to make offers or agreements before the expiry of such authority which would or might require relevant securities to be allotted after such expiry and the Directors may allot relevant securities in pursuance of such offers or agreements as if the power conferred hereby had not expired;
- (d) in substitution for any existing power under section 95 of the Act, the Directors be and are hereby generally and unconditionally empowered pursuant to section 95 of the Act, to allot equity securities (as defined in section 94(2) of the Act) for

cash pursuant to the above authority given in accordance with section 80 of the Act as if section 89(1) of the Act did not apply to the allotment such power to expire five years from the date of the passing hereof but so that such power shall allow the Company to make offers or agreements before the expiry of this power which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of such offers or agreements as if the power conferred hereby had not expired.

 (Director: 25 Nominees Limited)

Director