

Company No: 4090218

THE COMPANIES ACTS 1985 AND 1989

COMPANY LIMITED BY SHARES

RESOLUTION

OF

BMB GROUP LIMITED
(the "Company")

Passed on *28 April 2004*



Pursuant to section 381A Companies Act 1985 and article 10 of the Company's articles of association, we the undersigned, being all the members of the Company for the time being entitled to vote in respect of this resolution (or being a corporation by our duly authorised representative) hereby resolve that the following resolution be passed and agree that the same shall have the same effect as if passed as a special resolution at a general meeting duly convened and held:-

SPECIAL RESOLUTION

THAT:

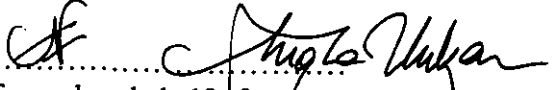
1. the terms of an agreement regulating the relationship between the existing members of the Company and certain parties who it is intended shall become members later today ("Shareholders' Agreement") and the terms of any such documents and transactions as shall be incidental to, contemplated by or referred to in the Shareholders' Agreement ("Related Matters and Documents") be and hereby are approved pursuant to section 320(1) of the Act and the directors of the Company be and hereby are authorised to enter into the Shareholders' Agreement and that any director (except Harold Tillman) be authorised to sign the on behalf of the Company; and
2. the directors of the Company be and hereby are authorised to do all things they consider necessary in connection with the Shareholders' Agreement and the Related Matters and Documents including (but not limited to) the entry into or execution of, any agreement or document which may be required to give effect to the terms of the Shareholders' Agreement.


.....
PETER LUCAS

.....
for and on behalf of
**CREDO CORPORATE FINANCE
LIMITED**


.....
HAROLD TILLMAN

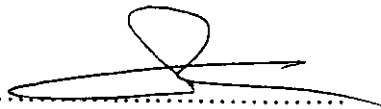

.....
ANDREW MACKENZIE


.....
for and on behalf of
**LFCF INVESTMENT 1 (EUROPE)
LIMITED**

The Company Secretary hereby certifies that a copy of this resolution was sent to the auditors
of the Company on ~~11 March~~ 2004.
28 April


.....
Company Secretary DIRECTOR

.....
PETER LUCAS


.....
for and on behalf of
**CREDO CORPORATE FINANCE
LIMITED**

.....
HAROLD TILLMAN

.....
for and on behalf of
**LFCF INVESTMENT 1 (EUROPE)
LIMITED**

.....
ANDREW MACKENZIE

The Company Secretary hereby certifies that a copy of this resolution was sent to the auditors of the Company on *24 April 2004*.

.....
Company Secretary

Company No: 4090218

THE COMPANIES ACTS 1985 AND 1989

COMPANY LIMITED BY SHARES

RESOLUTION

OF

BMB GROUP LIMITED
(the "Company")

Passed on 28 April 2004

Pursuant to section 381A Companies Act 1985 and article 10 of the Company's articles of association, we the undersigned, being all the members of the Company for the time being entitled to vote in respect of this resolution (or being a corporation by our duly authorised representative) hereby resolve that the following resolution be passed and agree that the same shall have the same effect as if passed as a special resolution at a general meeting duly convened and held:-

SPECIAL RESOLUTION

THAT:

1. the terms of a service agreement (as amended by a letter ("Letter of Amendment") to be dated the same date as this resolution) between the Company and Peter Lucas (copies of each of which have been made available to the signatories to this resolution for the purpose of inspection of their terms, signed for the purpose of identification by the chairman of the board of directors) be and hereby are approved for the purposes of section 319 of the Companies Act 1985 ("Act"), and that any director (except Peter Lucas) be authorised to sign the Letter of Amendment on behalf of the Company.


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PETER LUCAS

.....
for and on behalf of
**CREDO CORPORATE FINANCE
LIMITED**


.....
HAROLD TILLMAN


.....
for and on behalf of
**LFCF INVESTMENT 1 (EUROPE)
LIMITED**


.....
ANDREW MACKENZIE

The Company Secretary hereby certifies that a copy of this resolution was sent to the auditors of the Company on 28 April 2004.


.....
Company Secretary **DIRECTOR**

.....
PETER LUCAS


.....
for and on behalf of
**CREDO CORPORATE FINANCE
LIMITED**

.....
HAROLD TILLMAN

.....
for and on behalf of
**LFCF INVESTMENT 1 (EUROPE)
LIMITED**

.....
ANDREW MACKENZIE

The Company Secretary hereby certifies that a copy of this resolution was sent to the auditors of the Company on *28 Apr 2004* .

.....
Company Secretary