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THE COMPANIES ACT 1985 AND 1989

PUBLIC COMPANY LIMITED BY SHARES

RESOLUTIONS IN WRITING

of

BEDE INTERMEDIATE COMPANY PLC

Angel Street Holdings Plc and Bede Holding Company Limited, being all the members of the Company who at the date of these resolutions are entitled to attend and vote at a general meeting of the Company, **RESOLVE**, in accordance with Article 11.5 of the Company's Articles of Association, to pass the following as written resolutions:

THAT:

- (a) pursuant to Section 53(1)(a) of the Companies Act 1985 (the "Act") the Company be re-registered as a private limited company;
- (b) the name of the Company be changed to Bede Intermediate Company Limited;
- (c) pursuant to section 53(2) of the Act the memorandum of association of the Company be altered by the deletion of clauses 1 and 2 and the insertion of new clauses 1 and 2 as follows:

- 1. The name of the Company is Bede Intermediate Company Limited.
- 2. The Company is to be a private company."

and the insertion of a new clause 4.30A as follows:

"4.30A Subject to the Act, to give (whether directly or indirectly) any kind of financial assistance (as defined in Section 152(1)(a) of the Act) for any purpose specified in Section 151(1) or Section 151(2) of the Act."

- (d) the articles of association of the Company be altered by the insertion of a new article 1.5 as follows:

"The Company is a private company and accordingly any invitation to the public to subscribe for shares or debentures of the Company is prohibited."



SIGNATURE: _____

for and on behalf of **Angel Street Holdings Plc**

DATE: _____

18/3/02

SIGNATURE: _____

for and on behalf of **Bede Holding Company Limited**

DATE: _____

18/3/02