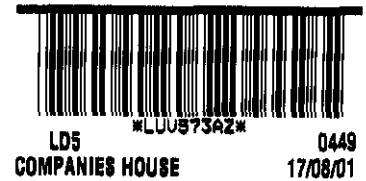


THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES
ON THE SHELF THIRTY NINE LIMITED

COMPANY NUMBER 4252518



We, being the holders of the whole of the issued share capital of the Company, HEREBY AGREE that the resolution set out below be passed as a written resolution and agree that the same shall have effect as if passed as a Special Resolution at a general meeting of the Company duly convened and held.

Special Resolution

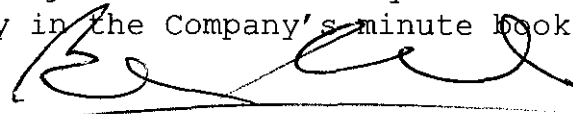
It was resolved that the existing Article 10 of the Articles of Association be deleted in its entirety and the following Article 10 be inserted.

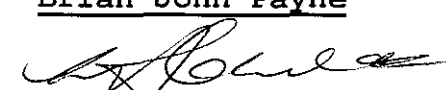
10.(1) If the quorum prescribed by Regulation 40 of Table A is not present within half an hour from the time appointed for the meeting the meeting shall stand adjourned to the same day in the next week at the same time and place or such time and place as the Directors may determine.

(2) If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting one person entitled under Regulation 40 of Table A to be counted in a quorum present at the meeting shall be a quorum.

(3) If and for so long as the Company has only one member, that member present in person or by proxy or (if that member is a corporation) by a duly authorised representative shall be a quorum.

(4) If and for so long as the Company has only one member and that member takes any decision which is required to be taken in general meeting or by means of a written resolution, that decision shall be as valid and effectual as if agreed by the Company in general meeting save that this shall not apply to Resolutions passed pursuant to Sections 303 and 391 of the Act. Any decision taken by a sole member pursuant to this Clause shall be recorded in writing and delivered by that member to the Company for entry in the Company's minute book.


Brian John Payne


Maureen Anne Childs

Dated: 10 AUGUST 2001

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