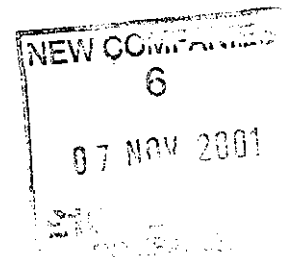


023391 10N 8-11-01
Number of Company : 4289655

THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES
RESOLUTIONS
of
M M & S (2798) LIMITED



Passed 1 November 2001




At an Extraordinary General Meeting of the above named Company, duly convened, and held at 151 St. Vincent Street, Glasgow G2 5NJ on the First day of November 2001 the subjoined Resolutions were duly passed, Nos. 1, and 4 as Special Resolutions and Nos. 2 and 3 as Ordinary Resolutions:-

1. "That the name of the Company be changed to **"FOR INFORMATION ONLY"** Tonstate GA (HJL) Limited".
— THIS RESOLUTION PROCESSED SEPARATELY
2. "That the authorised share capital of the Company be increased from £100 divided into 100 Ordinary Shares of £1 each to £12,000 divided into 12,000 Ordinary Shares of £1 each by the creation of 11,900 Ordinary Shares of £1 each."
3. "That:
- (a) the directors of the Company be and are hereby generally and unconditionally authorised for the purposes of Section 80 of the Companies Act 1985 (as amended) ("the Act") to allot and issue such number of relevant securities (as defined in that Section) and on such terms and conditions as they may in their discretion think fit subject always to the following conditions and to the Articles of Association of the Company:-
- (i) the maximum nominal amount of relevant securities to be allotted in pursuance of this authority shall be £12,000; and
- (ii) this authority shall expire, unless sooner revoked or altered by the Company in general meeting, on 1 November 2006, and provided further that the Company may before the expiry of this authority

make an offer or agreement which would or might require relevant securities to be allotted after the expiry of this authority and the directors may allot relevant securities in pursuance of any such offer or agreement as if the authority conferred hereby had not expired; and

- (iii) all other authorities conferred on the directors prior to the date of passing of this resolution to allot relevant securities are hereby revoked."

4. That pursuant to the Resolution numbered 5 in the Notice convening this Meeting and Section 95(1) of the Companies Act 1985 (as amended) ("the Act"), Section 89(1) of the Act shall not apply to any allotment of shares in the capital of the Company."


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Secretaries

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LOW
SWIA LLP