

**COMPANIES ACTS 1985 to 1989**

**WRITTEN RESOLUTIONS**

**OF**

**ADP HOLDINGS LIMITED**

**(the "Company")**

**COMPANY NUMBER: 4298115**

We hereby certify that this is a true  
and correct copy of the original

Dated: 21 FEBRUARY 2002

**Hammond Suddards Edge**  
Solicitors

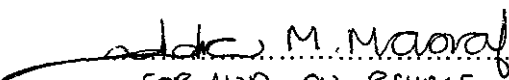
I, the undersigned, being the sole member of the Company, for the time being entitled to attend and vote at general meetings, hereby pass the following resolutions and agree that the said resolutions shall for all purposes be as valid and effective as if the same had been passed at a general meeting of the Company duly convened and held.

**ORDINARY RESOLUTIONS**

1. **THAT** the authorised share capital of the company be increased from £1,000 to £100,000 by the creation of 99,000 additional ordinary shares of £1.00 each, ranking pari passu with the existing ordinary shares of £1.00 each **AND THAT** the director's authority to allot shares be extended to expire on the fifth anniversary of the passing of this resolution and to cover all unissued shares.

**SPECIAL RESOLUTIONS**

2. **THAT** a new capital structure be put into place to re classify the Company's shares as follows:
  - (a) by the subdivision and conversion of 20,000 ordinary shares of £1.00 (including the one issued ordinary shares of £1.00) each into 200,000 'A' ordinary shares of £0.10 each; and
  - (b) by the subdivision and conversion of 80,000 ordinary shares of £1.00 each into 800,000 B ordinary shares of £0.10 each.
3. **THAT** the directors be hereby given power in accordance with section 95 of the Companies Act 1985 (the "Act") to allot equity securities (within the meaning of section 94 of the Act) pursuant to the authority conferred by article 4 of the Articles of Association as if section 89(1) of the Act did not apply to the allotment.

  
.....  
FOR AND ON BEHALF OF PRESENT  
Signature CURTIS BIDDE DIRECTOR  
LIMITED.

15 January 2002

Date



