

THE COMPANIES ACTS 1985 AND 1989

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PRIVATE COMPANY LIMITED BY SHARES

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RESOLUTIONS IN WRITING

of

THRIFTBRIDGE LIMITED



The undersigned, being the sole member of the Company who (at the date hereof) would have been entitled to vote upon the resolution set out below if it had been proposed at a general meeting, hereby agrees pursuant to articles 1 (B) and 10 of the Company's articles of association, to the passing of the resolution set out below as a special resolution by way of written resolution:

THAT the Company's articles of association be altered by:

1. the deletion of article 31;
2. the deletion of article 6 and the substitution for it of the following new article 6:

"The directors shall promptly register all transfers save that they may refuse to register a transfer unless it is:

- (i) lodged at the office or at such other place as the directors may appoint accompanied by the certificate for the shares to which it relates;
- (ii) in respect of only one class of shares; and
- (iii) in favour of not more than four transferees.";

3. the insertion of the following as an additional article:

"Notwithstanding any other provision of these Articles, no payment shall be made or agreed to be made by the Company in respect of any shares or share capital (whether by way of dividend, distribution, purchase or redemption, or by way of reduction or return of share capital) if such payment is prohibited or restricted by the terms of the Senior Finance Documents.

No dividend, distribution or other amount payable in respect of shares in the capital of the Company (whether made pursuant to the provisions of these Articles or otherwise) will constitute a debt of the Company unless permitted to be paid and paid strictly in accordance with the provisions of the Senior Finance Documents.

Any resolution of the shareholders, any class of shareholders, the board of directors or any committee of the board of directors which conflicts with the provisions of this Article will be null and void",

and that appropriate consequential amendments to the numbering of and cross-references to the remaining articles also be made.

SIGNATURE:

Briden Scott  
for and on behalf of Sugargrove Limited

DATE:

27 May 2002