

SHAREHOLDER'S WRITTEN RESOLUTION

EVER 1771 LIMITED

We, the undersigned, being the sole member of the above-named Company who at the date hereof is entitled to attend and vote at a general meeting of the Company and pursuant to the Company's Articles of Association HEREBY RESOLVE that the following Resolution be passed as a special resolution as if such resolution had been passed at a general meeting duly convened and held:

1. THAT the authorised share capital of the Company be increased to £1,301,000 by the creation of 1,300,000 new Voting Redeemable Preference Shares of £1 each (the "Preference Shares").

2. THAT the Preference Shares shall have the following rights attaching thereto:

(1) Income:

- (a) The Preference Shares shall confer on the holders thereof the right to receive dividends at the same time and on the same terms and conditions as the holders of the ordinary shares in the capital of the Company receive dividends.
- (b) The payment of the dividends to the holders of the Preference Shares shall rank in priority to any payment of dividends to the holders of the ordinary shares in the capital of the Company.

(2) Capital:

On a return of capital on a liquidation or otherwise the surplus assets of the Company remaining after payment of its liabilities shall be applied:-

- (a) first, in or towards paying to the holders of the Preference Shares the amount paid up thereon together with a sum equal to any arrears or accruals of any dividends due thereon;
- (b) secondly, in or towards paying to the holders of the ordinary shares the amounts paid up thereon;
- (c) thirdly, the balance (if any) of such surplus assets shall belong to and be distributed amongst the holders of the ordinary shares and the Preference Shares in proportion to the nominal amounts paid up on such shares held by them.



(3) Redemption of the Voting Redeemable Preference Shares:

- (a) Subject to the provisions of the Companies Act 1985, the Company shall have the right to redeem at any time and from time to time thereafter the whole or any part of the Preference Shares (and, if in part, redeemable in tranches of no less than £10,000 per tranche or any multiple thereof or the balance thereof, if less) for the time being issued and outstanding.
- (b) Not less than 7 days prior to any redemption of Preference Shares, the Company shall give notice to the holders of the Preference Shares specifying the total amount of Preference Shares to be redeemed on that occasion, the number of such holder's Preference Shares to be redeemed, the applicable redemption date and the place at which the certificates for such Preference Shares are to be presented for redemption and upon such redemption date each of the holders of the Preference Shares shall be bound to deliver to the Company at such place the certificates for such of the Preference Shares concerned as are held by him. Upon such delivery the Company shall pay to such holder the amount due to him in respect of such redemption. If any certificate so delivered to the Company includes any Preference Shares not to be redeemed on the relevant redemption date a fresh certificate for the balance of such Preference Shares shall be issued free of charge to the holder delivering such certificate to the Company.
- (c) On each such redemption the holders of the Preference Shares being redeemed shall be paid the amount paid up thereon together with a sum equal to any arrears of dividend calculated to the date of such redemption.
- (d) As from the date fixed for redemption of the Preference Shares dividends shall cease to accrue on such shares except on any Preference Shares in respect of which, upon due presentation of the certificate relating thereto, payment of the monies due on redemption is refused.
- (e) All rights in respect of any Preference Shares shall cease on redemption thereof.
- (f) Redemption monies which are not claimed on the date fixed for redemption of any of the Preference Shares shall not bear interest against the Company.
- (g) In the event that it would be unlawful to pay any arrears of dividend on redemption such arrears shall be paid as soon as such payment shall become lawful.

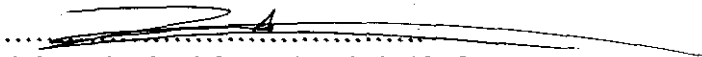
(h) Save as aforesaid, redemption of the Preference Shares shall be effected in such manner as the directors may reasonably determine and as may be permitted by law.

(4) Other Matters:

Save as otherwise specifically provided in this resolution and the articles of association of the Company, the ordinary shares and the Preference Shares shall rank pari passu, but shall constitute two separate classes of shares.

3. THAT the Directors be authorised pursuant to Section 80 of the Companies Act 1985 to allot and issue any or all of the authorised but unissued Preference Shares of the Company (being 1,300,000 Preference Shares of £1 each) within one year of the date of this Resolution (on the expiration of which this authority shall expire) to Topland Severn Limited in consideration of receipt by the Company of the amount of £1.00 per Preference Share .

Date: 18 September 2002


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duly authorised for and on behalf of
Topland Severn Limited
Sole Member