

Registered Number: 5132286

THE COMPANIES ACTS

INTERCEDE 1945 LIMITED

PRIVATE COMPANY LIMITED BY SHARES

SOLE MEMBER'S DECISION
PURSUANT TO SECTION 382B
COMPANIES ACT 1985 (the "Act")

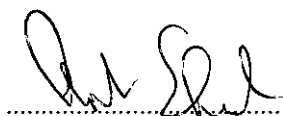
The following is a written record pursuant to section 382B of the Act of decisions of the sole member of the Company which have effect as if agreed by the Company in general meeting:-

ORDINARY RESOLUTIONS

IT WAS RESOLVED:

- (1) THAT the authorised share capital of the Company be increased from £100 to £100,000 by the creation of 99,900 Ordinary Shares of £1 each ranking pari passu in all respects to the existing Ordinary Shares of £1 each.
- (2) THAT the directors be and they are hereby generally and unconditionally authorised to exercise all powers of the Company to allot relevant securities (within the meaning of section 80 of the Act) up to an aggregate nominal amount of £99,999 provided that this authority shall expire (unless previously renewed, varied or revoked by the Company in general meeting) five years after the passing of this resolution save that the Company may before such expiry make an offer or agreement which would or might require relevant securities to be allotted after such expiry and the directors may allot relevant securities in pursuance of such offer or agreement as if the authority conferred hereby had not expired, and that this authority shall be in substitution for the authority conferred by the Company's articles of association.

Sole Member:



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Authorised signatory
For and on behalf of
Mitre House Nominees Limited

Date: 29 June 2004

