

Company No. 5177017

THE COMPANIES ACTS 1985 AND 1989

PRIVATE COMPANY LIMITED BY SHARES

RESOLUTION IN WRITING

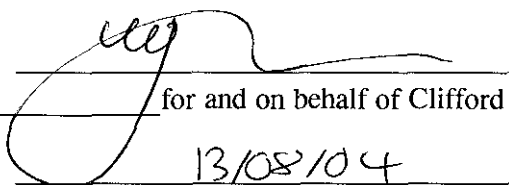
of

COASTDEW LIMITED

Clifford Chance Nominees Limited, being the sole member of the Company who at the date of these resolutions is entitled to attend and vote at a general meeting of the Company, RESOLVES, in accordance with section 381A of the Companies Act 1985, to pass the following as written resolutions:

THAT the Company's articles of association be altered by the amendment of article 6, the adoption of a new article 7 in the form of the annexed draft, and the redesignation of existing clause 7 as clause 8 and the redesignation of all subsequent clauses accordingly.

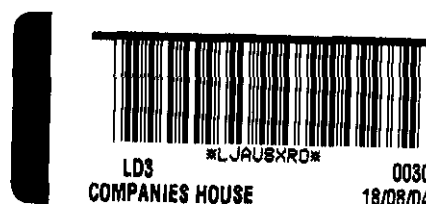
SIGNATURE:



for and on behalf of Clifford Chance Nominees Limited

DATE:

13/08/04



Company Number: 5177017



Annex To Written Resolution Amending Articles Of Association Of Coastdew Limited

6. Subject to article 7 the directors may, in their absolute discretion and without giving any reason, refuse to register the transfer of a share to any person, whether or not it is a fully-paid share or a share on which the Company has a lien.

7. Notwithstanding anything contained in these articles, the directors shall not decline to register any transfer of shares where such transfer is executed by or in favour of any bank or institution to whom such shares have been charged or mortgaged (or by or in favour of any nominee of such bank or institution) nor may the directors suspend registration of any member which is a bank, company or any other entity (or nominee thereof) to whom such shares have been charged or mortgaged. A certificate by any official of such bank or institution that the relevant shares are charged or mortgaged shall be conclusive evidence of that fact.