

Company Number: 5310224

COMPANIES ACT 1985-1989

**WRITTEN RESOLUTIONS
OF THE MEMBERS OF**

**JGP INVESTMENTS PLC
("the Company")**

WRITTEN RESOLUTIONS of the members of the above Company dated *9 March* 2005.

We, the undersigned, being the members of the Company for the time being entitled to receive notice of and to attend and vote at general meetings of the Company, hereby pass the following resolutions as a written resolutions pursuant to Article 61 of the Articles of Association of the Company and declare that the said resolutions shall for all purposes be as valid and effective as if passed at a General Meeting of the Company duly convened.

ORDINARY RESOLUTIONS

1. THAT each of the 50,000 issued and unissued Ordinary Shares of £1 be converted and sub-divided into 500,000,000 Ordinary Shares of 0.01p each.
2. THAT the authorised share capital of the Company be increased by £950,000 to £1,000,000 by the creation of 9,500,000,000 new ordinary shares of 0.01p each to rank pari passu with the existing ordinary shares in the capital of the Company and having the rights and being so subject to the restrictions set out in the Articles of Association of the Company.
3. THAT the Directors be generally and unconditionally for the purposes of Section 80 of the Company Act 1985 ("the Act") authorised to allot relevant securities (as defined in the said Section) up to an aggregate nominate amount of £999,998 such authority to expire at the next annual general Meeting of the Company or fifteen months after the date hereof, if earlier, save that the Company may, at any time 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 an offer or agreement as if the authority conferred hereby had not expired.


SPECIAL RESOLUTION

4. THAT subject to the passing of the previous resolution the Directors be empowered pursuant to Section 95 of the Act to allot equity securities (as defined in Section 94(2) of the Act) pursuant to the authority conferred by the previous resolution as if Section 89(1) of the Act did not apply to any such allotment provided that this power shall be limited to:
 - 4.1 the allotment of equity securities in connection with any invitation made to the holders of Ordinary Shares to subscribe by way of rights in the same proportions (as nearly as may be) to their respective holdings but subject to such exclusions or other arrangements as the Directors consider necessary or expedient in connection with Ordinary Shares representing fractional entitlement or on account of either legal or practical problems arising in connection with the laws of any territory or of the requirements of any applicable regulatory body or stock exchange in any territory; and



- 4.2 to the allotment (otherwise than pursuant to sub-paragraph 4.4.1 of this paragraph) of equity securities up to an aggregate nominal amount of £999,998;

and shall expire at the conclusion of the next annual general meeting of the Company after the passing of this resolution or fifteen months after the date hereof, if earlier, save that the Company may at any time before such expiry make an offer or agreement which would or might require relevant equity securities to be allotted after such expiry and the Directors may allot such relevant securities in pursuance of such an offer or agreement as if the authority conferred had not expired.



For and on behalf of
Croft Nominees Limited



For and on behalf of
Beach Secretaries Limited