

Company No. SC 48123

THE COMPANIES ACTS 1985 AND 1989

COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

OF

PENNANT PLANT LIMITED

We, the undersigned, being all the shareholders for the time being of the Company entitled to attend and vote at general meetings of the Company hereby pass the following resolutions and agree for all purposes that the said resolutions shall be as valid and effective as if passed at a general meeting of the Company duly convened and held -

ELECTIVE RESOLUTIONS

1. THAT pursuant to section 366A of the Companies Act 1985 (the "Act") the Company hereby elects to dispense with the holding of annual general meetings in 1992 and all subsequent years until this election is revoked.
2. THAT pursuant to section 252 of the Act the Company hereby elects to dispense with the laying of accounts and reports before the Company in general meeting for the current financial year and all subsequent financial years.
3. THAT pursuant to section 386 of the Act the Company hereby elects to dispense with the obligation to appoint auditors annually.
4. THAT pursuant to section 80A(1) of the Act the Company elects that the provisions of section 80A of the Act shall apply to the Company instead of the provisions of sections 80(4) and 80(5) of the Act in relation to the giving after the said election of authority to allot shares.
5. THAT pursuant to sections 369(4) and 378(3) of the Act the Company hereby elects that the provisions of the said sections shall have effect in relation to the Company as if for the references to 95 per cent. therein there were substituted references to 90 per cent.

SPECIAL RESOLUTIONS

6. THAT the memorandum of association of the Company be amended as follows -

(A) by the deletion of clause III,

(B) by the insertion of a new clause III as set out in the document marked "A" attached to these resolutions, such clause being adopted as the new object of the Company,

(C) by the insertion after clause III of a new clause IV as set out in the document marked "A" attached to these resolutions, and

(D) by renumbering the existing clauses IV and V as clauses V and VI respectively.

7. THAT the regulations contained in the document marked "B" attached to these resolutions be and are hereby adopted as the articles of association of the Company to the exclusion of the previous or existing articles of association of the Company.

Dated 5TH MARCH , 1992

C.K. Lawton SECRETARY.
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For and on behalf of The
Miller Group Limited

K.M. Miller.....
K.M. Miller

Draft 1/NTW/GME/7.2.92
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