

COMPANIES ACTS 1985 to 1989

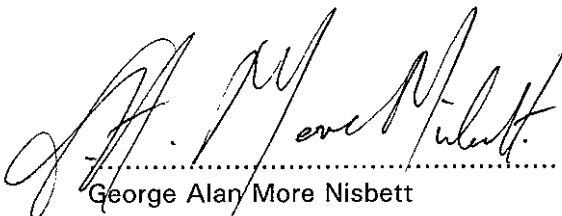
WRITTEN RESOLUTION

Of the Members of Longthorn Farms Limited

(Incorporated in Scotland Number 127175)

We, the undersigned being the holders of the entire issued share capital of Longthorn Farms Limited ("the Company") entitled to attend and vote at a General Meeting of the Company, hereby resolve pursuant to the Articles of Association and Section 381A of the Companies Act 1985 that the following Special Resolutions of the Company be and are hereby passed as Special Resolutions with effect from the last date of signing hereof and agree that the said Resolutions shall for all purposes be as valid as if the same had been passed at a General Meeting of the Company duly convened and held :-

1. That the 50 issued ordinary shares of £1 each of the Company registered in name of George Alan More Nisbett and/or Abacus Trustees (Guernsey) Limited be re-designated "A" Shares of £1 each and that the 50 issued ordinary shares of £1 each of the Company to be registered in the name of Mactaggart & Mickel Limited be designated "B" Shares of £1 all having the rights and privileges set out in the new Articles of Association to be adopted pursuant to Resolution 2 below;
2. That the existing Articles of Association of the Company be cancelled and that the new Articles of Association annexed be adopted in their stead.


George Alan More Nisbett

22/2/99
Date

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Abacus Trustees (Guernsey) Limited

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Date

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