

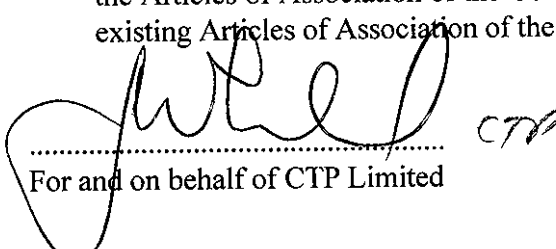
WRITTEN RESOLUTION

MILLER/CTP (PACIFIC QUAY) LIMITED (Incorporated in Scotland, registered number 160930)

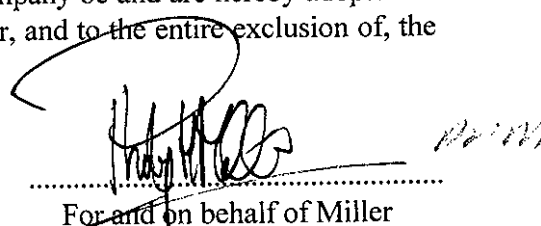
Pursuant to the authority given by Regulation 53 contained in Table A in the Schedule to The Companies (Tables A to F) Regulations 1985 as amended by The Companies (Tables A to F) (Amendment) Regulations 1985 (which Regulation applies to Miller/CTP (Pacific Quay) Limited (the "Company") pursuant to Article 1 of the Articles of Association of the Company), the following resolution is executed in writing by us, Miller Investments Southern Limited, and CTP Limited, being the only members of the Company, as a special resolution:-

"THAT:-

- (i) 499 of the existing unissued ordinary shares of £1 each in the capital of the Company and the one existing issued ordinary share of £1 in the capital of the Company registered in the name of Miller Investments Southern Limited immediately prior to the passing of this resolution be and are hereby reclassified as "A" ordinary shares of £1 each conferring upon the holders thereof the rights, privileges and restrictions as set out in the Articles of Association adopted pursuant to sub-paragraph (iii) of this resolution;
- (ii) 499 of the existing unissued ordinary shares of £1 each in the capital of the Company and the one existing issued ordinary share of £1 in the capital of the Company registered in the name of CTP Limited immediately prior to the passing of this resolution be and are hereby reclassified as "B" ordinary shares of £1 conferring upon the holders thereof the rights, privileges and restrictions as set out in the Articles of Association adopted pursuant to sub-paragraph (iii) of this resolution; and
- (iii) the regulations contained in the document annexed to this resolution and signed for the purpose of identification on behalf of each of the members of the Company be and are hereby adopted as the Articles of Association of the Company in substitution for, and to the entire exclusion of, the existing Articles of Association of the Company."


For and on behalf of CTP Limited

18 June 1997


For and on behalf of Miller
Investments Southern Limited

18 June 1997

