

ATESTA GROUP LIMITED

Registered No. 161800

THE COMPANIES ACTS 1985 AND 1989

COMPANY LIMITED BY SHARES

RESOLUTIONS

(Passed 19 April 1996)

At an Extraordinary General Meeting of ATESTA GROUP LIMITED, duly convened and held at 39 Castle Street, Edinburgh 19 April 1996, the following Resolutions were passed, of which Resolutions Numbers 1 and 2 were passed as Ordinary Resolutions and Resolution Number 3 was passed as a Special Resolution.

ORDINARY RESOLUTIONS

1. THAT the authorised share capital of the Company be increased to £57,692.25 by the creation of 80,769 "A" Ordinary Shares of £0.25 each and 146,000 Ordinary Shares of £0.25 each and that the existing 1000 Ordinary Shares of £1 each which currently form the authorised share capital of the Company be sub-divided into 4,000 Ordinary Shares of £0.25 each;
2. THAT pursuant to Section 80 of the Companies Act 1985, the Directors of the Company be generally and unconditionally authorised to issue and allot the unissued share capital of the Company from time to time to such persons, at such times and on such conditions as the Directors may determine during the period of one year from the date this authority is given.

SPECIAL RESOLUTION

3. THAT the regulations duly signed for identification purposes be adopted as the new Articles of Association of the Company (the "New Articles") in substitution for and to the entire exclusion of the existing Articles of Association.

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Director

