

19 - 10 - 98

COMPANIES ACTS 1985 TO 1989

ORDINARY RESOLUTION

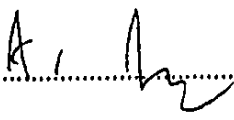
OF

STANDARD LIFE BANK LIMITED

REGISTERED NUMBER SC173685

Pursuant to the provisions of Section 381A of the Companies Act 1985 we, the undersigned, the sole member of the above company and having the right to attend and vote at a general meeting of the company hereby resolve as an ordinary resolution:-

"That the directors be and are hereby unconditionally authorised to allot relevant securities (within the meaning of Section 80 of the Companies Act 1985) having an aggregate nominal value of £10,000,000 on such terms and to such persons as they may in their sole discretion determine at any time or times during the period of 5 years from the date of the passing of the resolution provided that the company is authorised to make an offer or agreement during the said 5 year period which may require shares to be allotted after the expiry of the period."


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DIRECTOR
FOR AND ON BEHALF OF
THE STANDARD LIFE ASSURANCE COMPANY

Date: 12 October 1998

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