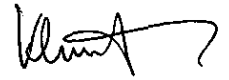


THE COMPANIES ACTS 1985 and 1989

I hereby certify
this to be a true copy
of the original



PRIVATE COMPANY LIMITED BY SHARES

**FUSION (WORTHING) LIMITED
(Company No. SC186438)**

WRITTEN RESOLUTION

Adopted 19 March 2003

We, Fusion Securities Limited, being the sole member of Fusion (Worthing) Limited ("the Company") entitled to attend and vote at a general meeting of the Company, hereby resolve in terms of Section 381A of the Companies Act 1985, such resolution to take effect as a Special Resolution, as follows:

"That the Articles of Association of the Company be amended as follows:

1. Article 12 shall be deleted and the following substituted therefor:-

"The number of Directors (other than alternate Directors) shall not be subject to any maximum or minimum. In the event of there being a sole Director these Articles shall be construed accordingly and any requirement in these Articles for a quorum of, or the resolution of the directors shall be construed as requiring the decision of the sole director".

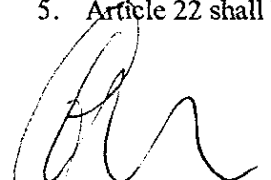
2. Article 16(B) shall be deleted.

3. Article 18 shall be deleted and the following substituted therefore:-

"The Directors may meet together for the dispatch of business, adjourn and otherwise regulate their meetings and manner of dispatching business as they think fit. The quorum throughout shall be one.

Not less than 7 days notice of a meeting shall be given unless all the Directors of the Company for the time being agree that less notice shall be given."

4. The words "A" Directors and one or more "B" shall be deleted from Article 19.
5. Article 22 shall be deleted and the subsequent articles shall be renumbered accordingly.



.....
Christopher Hancock
as attorney for and on behalf of
Fusion Securities Limited

