

COMPANIES ACTS 1985 - 1989

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PRIVATE COMPANY LIMITED BY SHARES

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WRITTEN RESOLUTIONS

OF

MILLERBOS LIMITED

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Passed: 23 October 2000

Notice is hereby given that, in accordance with the provisions of Section 381A of the Companies Act 1985 (as amended) and pursuant to the powers and authorities contained in the Articles of Association of the Company the undernoted resolutions were passed as written resolutions of the Company, resolutions numbered 1 and 2 to take effect as ordinary resolutions and resolutions numbered 3 and 4 to take effect as special resolutions:-

Ordinary Resolutions

**Conversion and reclassification of shares**

1. (i) "THAT 49 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 resolution 4 below."
  
- (ii) "THAT 49 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 Uberior Investments Limited immediately prior to the passing of this Resolution be and are hereby classified as B Ordinary Non-Voting 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 resolution 4 below."

**Section 80 Authority**



2. "THAT the Directors of the Company be and are hereby generally and unconditionally authorised to exercise all the powers of the Company to allot relevant securities (within the meaning of Section 80 of the Companies Act 1985) up to a maximum nominal amount of £100 provided that the authority hereby given shall expire five years after the passing of this resolution unless previously revoked or varied save that the Company may before such expiry make an offer or agreement which would or might require relevant securities to be allotted after such expiry and the Directors may allot relevant securities in pursuance of such offer or agreement as if the authority conferred hereby had not expired."


#### Special Resolutions

##### **Section 89 disapplication**

3. "THAT pursuant to Section 95(1) of the Companies Act 1985, Section 89(1) of the Companies Act 1985 shall not apply to any allotment of shares in the capital of the Company pursuant to the authority conferred on the directors by resolution 2 above."

##### **Adoption of New Articles**

"THAT the regulations contained in the document annexed and signed by the Chairman for the purposes of identification as relative to this resolution be and are hereby approved and adopted as the new Articles of Association of the Company in substitution for and to the exclusion of the existing Articles of Association of the Company."

  
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Secretary