

NEWCO (653) LIMITED

Registered No. SC211263

THE COMPANIES ACTS 1985 AND 1989

COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS RECORD

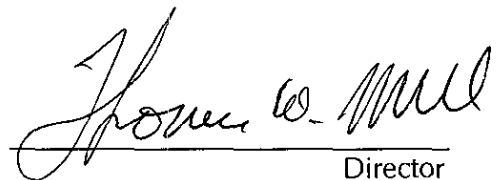
(Effective 20 December, 2000)

I, the undersigned, being a Director of the Company, confirm that the Written Resolutions set out below were signed by the members of the Company on the date hereof and are effective also from the date hereof:

1. 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;
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 1 month from the date this authority is given.
3. THAT all rights of pre-emption whether in terms of the Articles of Association of the Company or the Act or otherwise be and are hereby waived in respect of any allotment of shares made pursuant to the immediately preceding resolution.

Date:

20 Dec 2000


Director

