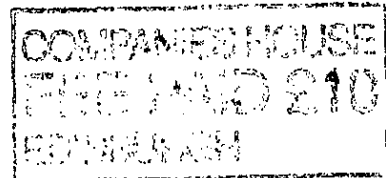


For info only

MILLER NORTH EDINBURGH LIMITED

(No. SC 223724)



WRITTEN RESOLUTION

(pursuant to Section 381A of the


Companies Act 1985)


WE, the undersigned, being the sole member of the above named Company entitled to attend and vote at a general meeting of the said Company, hereby RESOLVE pursuant to Section 381A of the Companies Act 1985 as follows:-

RESOLUTION

"That:-

1. the one issued ordinary share of £1 in the capital of the Company be and is hereby re-designated as an A Ordinary Share of £1 and 49 of the authorised but unissued ordinary shares of £1 each in the capital of the Company be and are hereby re-designated as A Ordinary Shares of £1 each in the capital of the Company such re-designated shares having the rights, conditions and privileges and being subject to the restrictions attached thereto as set out in the new Articles of Association proposed to be adopted pursuant to paragraph 3 of this resolution;
2. 50 of the authorised but unissued ordinary shares of £1 each in the capital of the Company be and are hereby re-designated as B Ordinary Shares of £1 each in the capital of the Company such re-designated shares having the rights, conditions and privileges and being subject to the restrictions attached thereto as set out in the new Articles of Association proposed to be adopted pursuant to paragraph 3 of this resolution;
3. the existing Articles of Association be and are hereby cancelled and in substitution therefor the articles of association of which a print is attached and is signed by the member for identification as relative hereto be and are hereby adopted as the Articles of Association of the Company; and
4. the name of the Company be and is hereby changed to Miller Cruden Limited."

x 
.....
Director, on behalf of
The Miller Group Limited


26 December 2001
.....
Date

