

WRITTEN RESOLUTION
OF
NESTECH LIMITED
(Registered Number SC229183)
(the "Company")

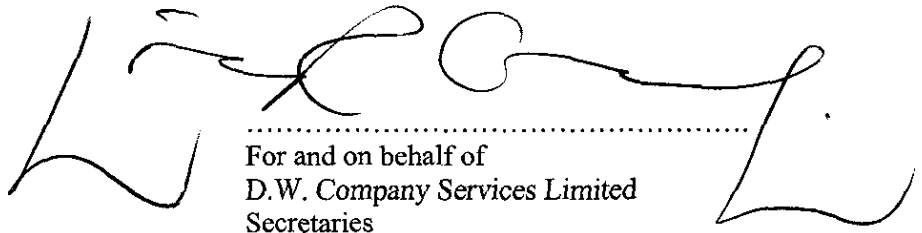
The following resolution was passed by the Company on 2nd July 2002 pursuant to Section 381A of the Companies Act 1985:-

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

- (i) by the insertion of "50", immediately after "40", where it occurs in Article 1 thereof;
- (ii) by the deletion of the word "Two" where it occurs in the second sentence of Article 9 and the substitution therefor of the word "Three" and by the deletion of the last sentence of Article 9;
- (iii) by the deletion of the existing Article 10 and by the insertion of the following new Article as Article 10:

"No resolution of the members of the Company shall be passed unless it is unanimously agreed and approved by all the members of the Company for the time being having a right to attend and vote at a general meeting.";

- (iv) by the deletion of the words "ordinary resolution" where these occur in Article 15 and by the substitution therefor of the words "resolution of the members";
- (v) by the deletion of Article 25 thereof. "


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For and on behalf of
D.W. Company Services Limited
Secretaries

