

THE COMPANIES ACTS 1985 - 1989

SPECIAL RESOLUTION

of

PATTERTON SPV LIMITED

Company No. SC238023

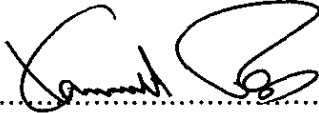
PASSED 6 NOVEMBER 2002

We, the undersigned, being the sole member of PATTERTON SPV LIMITED ("the Company") entitled to receive notice of and to attend and vote at General Meetings of the Company in accordance with Section 381A of the Companies Act 1985 do hereby declare the following Resolution to have been passed as a Special Resolution as if passed at a General Meeting of the Company duly convened and held:

SPECIAL RESOLUTION

That:

- 1 the 100 ordinary shares of £1 each comprised in the authorised share capital of the Company be and are hereby re-designated as 50 'A' shares of £1 each ("A Shares") and 50 'B' shares of £1 each having the rights set out in and subject to the terms of the articles of association of the Company adopted pursuant to this resolution (the 1 ordinary share of £1 of the Company owned by the sole member, Tarbat Limited, at the date of this resolution being re-designated as one of the A Shares); and
- 2 the existing articles of association of the Company be deleted and the regulations attached to this resolution and for identification purposes initialled by the sole member be and are hereby adopted as the new articles of association of the Company with immediate effect.


.....
Director, for and on behalf of Tarbat Limited

