

Company Number: 219670

The Companies Acts 1985 to 1989

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTIONS

of

GRYPHON INVESTMENTS PLC

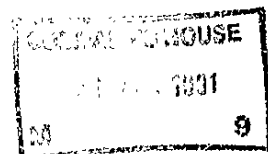
At an Extraordinary General Meeting of the above-named Company, duly convened, and held at the Registered Office on 30th July 1991 the subjoined Special Resolutions were duly passed, viz:

RESOLUTIONS

1. That the Memorandum of Association of the Company be amended as follows:-

Following Clause 4(4) the following clause is to be inserted and identified as Clause 4(4A):

"Either with or without the Company receiving any consideration or advantage, direct or indirect, from giving any such guarantee or indemnity and so as to be an independent object of the Company to guarantee the performance of the obligations of others including the payment of capital or principal together with any premium of and any dividends or interest on or other payment in respect of loans, credits, stocks, or securities or other obligations of any nature whatsoever and without limiting the generality of the foregoing obligations for the repayment of money and/or discharge of liabilities incurred in connection with or for the purpose of the acquisition of shares in the Company or in any company which is for the time being the Company's Holding Company as defined by Section 736 of the Companies Act 1985 due, owing or incurred to bankers or any other person of any company, firm or person, and in particular, (but not by way of limitation) of the Company's Holding Company or any company which is contemplated to become the Company's Holding Company or a subsidiary, as defined by Section 736 of the Companies Act 1985 of the Company or of the Company's Holding Company, or otherwise associated with the Company in business or any company, firm or person which the directors of the Company shall think appropriate and to create mortgages, charges or liens upon all or any of the property or assets of the Company (both present and future) including its uncalled capital in support of such guarantees or otherwise as security for any such obligations and liabilities of others."



2. That the Articles of Association of the Company be amended as follows:-

That Clause 97 be deleted and the following inserted:

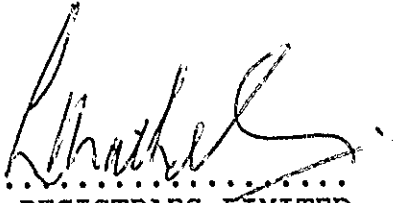
" There shall be no restrictions on the investments held by the Company."

3. That the Articles of Association of the Company be amended as follows:-

That Clause 119 be amended by deleting the final sentence:

"Provided always that no moneys realised on the sale or payment off of any capital asset in excess of book value of the same or any other moneys in the nature of an accretion to capital shall for this purpose be treated as profits available for dividend but that on the contrary all such moneys shall for all purposes be treated as capital."

Signature

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OCEANA REGISTRARS LIMITED  
Secretaries