

23 - 08 - 95

HAYDOCK FINANCE LIMITED

Registered No: 1526882

Unanimous Written Resolution of Shareholders Passed
Tenth August 1995

IT IS AGREED WITH IMMEDIATE EFFECT THAT the Memorandum of Association of the Company be and is hereby amended by the replacement of Object 3(h) with the following new Object 3(h):

- 3(h) Either with or without the company receiving any consideration or advantage, direct or indirect, from giving any such guarantee 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, shares, 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 the discharge of liabilities both present and future, actual or contingent, due, owing or incurred to banks or any other person of any company, firm or person, and in particular, (but not by way of limitation) obligations and liabilities of the Company's holding company or a subsidiary of the Company, as defined by Section 736 of the Companies Act 1985, 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.

(CONTINUED) A TRUE COPY --

[Signature] Secretary
18.8.95

