

EXHIBIT A

Company No.:- 4109369

THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES
WRITTEN RESOLUTION
of
BARLEY INVESTMENTS LIMITED



We, the undersigned, being the sole Member of the Company for the time being entitled to receive notice of, attend and vote at General Meetings hereby pass the following Resolutions and agree that the said Resolutions shall for all purposes be as valid and effective as if the same had been passed as Ordinary Resolutions (in the case of Resolutions 1 and 3) and Elective Resolutions (in the case of Resolutions 2, 4, 5 and 6) and as Special Resolutions (in the case of Resolutions 7 and 8) at a General Meeting of the Company duly convened and held:

RESOLUTIONS

1. THAT the nominal capital of the Company be increased to US\$83,947,368 and £10 by the creation of 83,947,368 ordinary shares of US\$1 each to rank pari passu in all respects with the existing Ordinary Shares of the Company.
2. THAT the Company do elect that the provisions of section 80A of the Companies Act 1985 (the "Act") shall apply, instead of the provisions of sections 80(4) and (5) of the Act, in relation to the giving or renewal, after the date hereof, of an authority under section 80 of the Act to allot relevant securities, as defined in section 80(2) of the Act.
3. THAT:
 - (A) for the purposes of section 80 of the Companies Act 1985, the Directors be and they are hereby generally and unconditionally authorised to exercise all powers of the Company to allot relevant securities (as defined in the said section) up to an aggregate nominal amount of US\$83,947,368 and £10, such authority to continue for an indefinite period (unless renewed, varied or revoked by the Company in General Meeting); and
 - (B) the Company may make any offer or agreement before the expiry of this authority that would or might require relevant securities to be allotted after this authority has expired and the Directors may allot relevant securities in pursuance of any such offer or agreement as if this authority had not expired.
4. THAT the Company do elect pursuant to section 252 of the Act to dispense with the laying before the Company in general meeting of the Company's annual accounts and the Directors' and Auditors' reports thereon.
5. THAT the Company do elect pursuant to section 366A of the Act to dispense with the holding of annual general meetings.

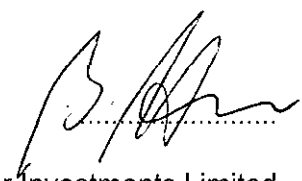
6. ☒ THAT the Company do elect pursuant to section 386(1) of the Act to dispense with the obligation to appoint auditors annually.

7. THAT the wording in clause 3(D) of the Memorandum of Association of the Company be deleted and replaced by the following:

"To place money in trust and exercise all rights, powers and ownership relating to assets in trust, and take all actions relating thereto"

8. THAT the wording in clause 3(G) of the Memorandum of Association of the Company be deleted and replaced by the following:

"To provide financial assistance in accordance with Chapter VI of Part V of the Companies Act 1985 and to take all actions ancillary thereto".


Duly authorised representative of Keeper Investments Limited

DATED 08/01/01