

THE COMPANIES ACT 1985  
PRIVATE LIMITED COMPANY  
WRITTEN RESOLUTION  
of  
MILLER BELMONT LIMITED

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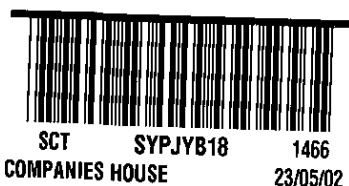
Passed 28 03 2002

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By written resolution passed by the members of the above named Company on the 28<sup>th</sup> day of March 2002, the following resolution was duly passed as a special resolution:-

“That:

1. The existing 2 issued ordinary shares of £1 each in the capital of the Company, being the shares registered in the name of The Miller Group Limited, be reclassified and designated as 2 A Shares, all having the rights and privileges specified in the Articles of Association to be adopted pursuant to this resolution;
2. All of the authorised but unissued shares of £1 each in the capital of the Company be reclassified and designated as 72 A Shares and 26 B Shares, all having the rights and privileges specified in the Articles of Association to be adopted pursuant to this resolution;
3. The regulations submitted to the meeting and signed for the purpose of identification by the Chairman thereof be adopted as the Articles of Association of the Company in substitution for and to the exclusion of the existing Articles of Association;
4. The Directors be and are hereby authorised generally for the purposes of Section 80 of the Companies Act 1985 to allot and issue 72 A Shares and 26 B Shares on such terms and conditions as they may in their discretion think fit subject always to the following conditions and the provisions of the Articles of Association of the Company:
  - (a) this authority shall expire unless revoked or altered by the Company in general meeting, on the expiry of five years from the date of passing of this resolution; and
  - (b) pursuant to Section 95(1) of the Companies Act 1985, Section 89(1) of the Companies Act 1985 shall not apply to any allotment of shares in the capital of the Company.”



*Fair L. MacKinnon*  
Secretary