

THE COMPANIES ACTS 1985 TO 1989

WRITTEN RESOLUTION

of

FIVE HILL STREET LIMITED

Company No. SC271715

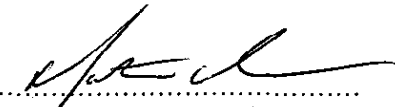
We, the undersigned, being the sole member of **FIVE HILL STREET LIMITED** ("the Company") entitled to receive notice of and to attend and vote at General Meetings of the Company in accordance with Section 381A of the Companies Act 1985 do hereby declare the following resolutions to have been passed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

Ordinary Resolution

That the authorized and issued share capital of the Company of £100 being represented by 100 Ordinary Shares of £1 each be sub-divided into 10,000 Ordinary Shares of £0.01 each.

Special Resolution

That the existing Articles of Association of the Company be amended by the deletion of the words "100 Shares of £1 each" in Article 3 and the insertion of the words "10,000 Shares of £0.01 each" in their place with immediate effect.


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Martin A Quinn, For and on behalf of
Lyofdas Nominees Limited

Date: 13/08/04

