

WRITTEN RESOLUTION

UBERIOR VENTURES LIMITED

(Registered No. SC235067)

("the Company")

WE, being the sole member of the Company having the right to attend and vote at a general meeting, in terms of Section 381A of the Companies Act 1985, HEREBY AGREE AND RESOLVE that the following resolution be passed:-

"That the objects of the Company be altered by the addition of the following clause as Clause 3.2.7 of the Memorandum of Association of the Company and that all subsequent clauses be renumbered accordingly:

3.2.7 to enter into any guarantee, contract of indemnity or suretyship and in particular, (without prejudice to the generality of the foregoing) whether with or without the Company receiving any consideration, to guarantee or to grant any indemnity in respect of or to secure (with or without a personal covenant and with or without mortgage or charge or assignment, legal or equitable, or other conveyance or mortgage or pledge of or charge over or set-off against or lien upon all or any part of the undertaking and assets, present and future, and the uncalled capital of the Company) the performance of any obligation, contract or liability or loss or cost or expense or the payment of any debt or sum including the principal amount thereof or any dividend, interest or premium on any stock, debenture, debenture stock, bond, share or other security of any person, firm or company including (without prejudice to the generality of the foregoing) any company which is for the time being a holding company of the Company or in which the Company or such holding company or any of the predecessors of the Company or of such holding company has any interest whether direct or indirect or which is in any way allied to or associated with the Company or of any subsidiary undertaking of the Company or of such other company;"



Authorised Signatory

Uberior Investments plc

Dated:.....^{3rd}.....March 2003.



UBERIOR VENTURES LIMITED
Registered Number: SC235067

(the "Company")

**Minutes of a meeting of the board of directors of the Company held at New Uberior House,
Edinburgh on 14th March 2003 at 3.45 p.m.**

Present: *Karen Botwell* (Chairman)

Bruce Anderson

In attendance:

1 CHAIRMAN AND QUORUM

1.1 *Karen Botwell* was appointed as Chairman of the Meeting.

1.2 The Chairman reported that notice of the Meeting had been given to all Directors entitled to receive notice, noted that a quorum of Directors was present in accordance with the Company's articles of association, and declared the Meeting open.

2 PURPOSE OF MEETING

The Chairman informed the Board that the purpose of the Meeting was to note the terms of the written resolution passed by the Company's sole shareholder, Uberior Investments plc, to alter the Memorandum of Association of the Company.

3 WRITTEN RESOLUTION TO ALTER THE COMPANY'S MEMORANDUM OF ASSOCIATION

3.1 The written resolution and a new copy of the altered Memorandum of Association were tabled.

3.2 IT WAS NOTED THAT the written resolution, which had been duly passed by Uberior Investments plc on 3rd March 2003 altered the memorandum of Association of the Company by the addition of a new Clause 3.2.7 as set out in the tabled written resolution. The effect of this amendment was to clarify the circumstances in which the Company was permitted to grant guarantees or indemnities or to enter into security documents.

4 FILING

The Secretary of the Company was instructed to submit a filing copy of the written resolution and a new copy of the amended Memorandum of Association with the Registrar of Companies.