THE COMPANIES ACT 1985
RESOLUTIONS OF
FIRED EARTH LIMITED
PASSED ON 21 DECEMBER 2001

At an EXTRAORDINARY GENERAL MEETING of the above named Company duly convened and held at Headland House on 21 December 2001 the following resolutions 1 and 2 were duly passed as Ordinary Resolutions and resolutions 3 and 4 were passed as Special Resolutions:

Resolutions

1. THAT the authorised share capital of the Company be increased to £11,333,000 by the creation of 10,633,000 redeemable preference shares of £1 each (the "Preference Shares") having the rights more particularly described in the proposed amended clause in the Memorandum of Association referred to in Resolution 4;

2. THAT pursuant to and in accordance with Section 80 of the Companies Act 1985 (the "Act") the Board be and is hereby generally and unconditionally authorised to exercise all powers of the Company to allot relevant securities (within the meaning of Section 80 of the Act) up to an aggregate nominal amount of £10,633,000 provided that this authority shall expire 5 years from the date of this resolution save that the Company may before such expiry make an offer or agreement which would or might require relevant securities to be allotted after such expiry and the Board may allot the relevant security in pursuance of such an offer or agreement as if the authority conferred hereby had not expired.

3. THAT the Board be and is hereby authorised to exercise the authority granted by Resolution 2 without first offering any shares to Members of the Company.

4. THAT the Memorandum of Association of the Company shall be amended as follows:

4.1 The following shall replace Clause 5 in its entirety:

"The company's share capital is £11,333,000 divided into 7,000,000 Ordinary Shares of 10p each and 10,633,000 Redeemable Preference Shares of £1 each, each with the power to divide the shares in the original or any increased capital into several classes and to attach thereto any preferential deferred, qualified or other special rights and privileges.

The Preference Shares shall confer upon the holders thereof as a separate class the following rights:

..."
1. The Preference Shares shall confer upon the holders thereof the right to a fixed cumulative preferential dividend at the rate of 7% per annum. The said dividend shall rank for payment in priority to any payment of a dividend on any other shares of the company and shall be payable on each anniversary of the issue date.

2. The Preference Shares shall on a winding up or other repayment of capital entitle the holders to have the assets of the company available for distribution among the members applied, in priority to any other class of shares, in paying them pari passu:

(a) the capital paid on such shares;

(b) a sum equal to any arrears or deficiency of the fixed cumulative dividend on such shares calculated down to the date of repayment of capital.

3. The holders of the Preference Shares shall not be entitled to any further right of participation in the profits or other assets of the Company.

4. The company may, subject to the provisions of the Companies Act 1985, at any time redeem the whole or part of the Preference Shares at par value, with accrued dividends, upon giving the shareholders not less than 21 days notice in writing.

5. The company shall redeem the whole of the Preference Shares at par value then outstanding on 21 December 2004.

6. The holders of the Preference Shares shall not have the right to receive notice of, attend, speak or vote at any General Meeting of the Company.”

/s/ M. Beattie
Director

Dated this 21st day of December 2001