

Certified a true copy
[Signature]
(BE. WICKHAM)
SECRETARY



Company No: 213393

THE COMPANIES ACT 1985 AND 1989

COMPANY LIMITED BY SHARES

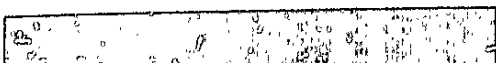
RESOLUTIONS

OF

GRAND METROPOLITAN FINANCE PUBLIC LIMITED COMPANY

At an Extraordinary General Meeting of the above-named Company, duly convened and held at 20 St. James's Square, London SW1Y 4RR on 24th October, 1995 resolutions 1 and 2 were duly passed as ORDINARY RESOLUTIONS and resolutions 3 and 4 were passed as SPECIAL RESOLUTIONS:-

1. That the authorised share capital of the Company be increased from £255,000,000 to £655,000,000 by the creation of 8,000,000,000 additional Ordinary shares of 5p each.
2. That the directors be hereby generally and unconditionally authorised to exercise all the powers of the Company to allot relevant securities (within the meaning of Section 80 of the Companies Act 1985) up to an aggregate nominal amount of £400,000,000 during the period from (and including) the date of the passing of this resolution up to (and including) 30 September, 1996 after which date such authority will expire, 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 directors may allot relevant securities in pursuance of such offer or agreement as if the authority conferred thereby had not expired.
3. That the objects of the Company be altered by the deletion of the existing clause 4 of the Company's memorandum of association and the substitution therefor of the following new Clause 4:-
 - "4. The objects for which the Company is established are:-
 - (1) To carry on business as a general commercial company and to carry on any trade or business whatsoever.



- (2) To lend money and grant or provide credit and financial accommodation to any person including without limitation by means of the subscription of loan or share capital or otherwise, and to negotiate loans or the subscription of loan or share capital on behalf of any person as aforesaid and to deposit money with any person.
- (3) To invest money of the Company in any investments and to hold, sell or otherwise deal with investments or currencies or other financial assets.
- (4) To borrow and raise money and accept money on deposit and to secure or discharge any debt or obligation or liability in any manner and in particular (without prejudice to the generality) by mortgages of or charges upon all or any part of the undertaking, property and assets (present and future) and uncalled capital of the Company or by the creation and issue of securities.
- (5) To enter into any guarantee, contract of indemnity or suretyship and in particular (without prejudice to the generality) to guarantee, support or secure, with or without consideration, whether by personal obligation or by mortgaging or charging all or any part of the undertaking, property and assets (present and future) and uncalled capital of the Company or by both such methods or in any other manner, the performance of any obligations or commitments of, and the repayment or payment of the principal amounts of and any premiums interest dividends and other moneys payable on or in respect of any securities or liabilities of, any person, including (without prejudice to the generality) any company which is for the time being a subsidiary or a holding company of the Company or another subsidiary of a holding company of the Company or otherwise associated with the Company and generally to transact any kind of guarantee business.
- (6) To create, make, draw, accept, endorse, execute, issue, discount, buy, sell, negotiate and deal in bills, notes, bills of lading, warrants, coupons, debentures, and other negotiable or transferable instruments.
- (7) To enter into, carry on and participate in financial transactions and operations of all kinds including (without limitation) interest rate swaps, options (including traded options), swap option contracts, forward exchange contracts, futures contracts, forward rate agreements, contracts for differences, caps, collars, floors or other financial instruments including hedging agreements of any kind all or any of which may be on a fixed and/or floating rate basis and/or in respect of Sterling and/or any other currencies or basket of currencies (including but not limited to European Currency Units (as the same may from time to time be designated or constituted)) or commodities of any kind and in the case of such swaps, options, swap option contracts, forward exchange contracts, futures contracts or other financial instruments including hedging agreements of any kind that may be undertaken by the Company on a speculative basis or in connection with the management of financial risks relating to the Company or any other company, firm or person on such terms as may be thought fit and with or without security, and to undertake, carry on

and execute all kinds of financial, commercial, trading and other operations.

- (8) To amalgamate or enter into partnership or any arrangement for profit sharing or arrangement for limiting competition with, or to co-operate or participate in any way with, or to take over or assume any obligation of, or to assist or subsidise any person.
- (9) To acquire any estate or interest in and to take options over, construct, develop or exploit any property, real or personal, and rights of any kind and the whole or any part of the undertaking, assets and liabilities of any person and to act as a holding company.
- (10) To provide services of all descriptions.
- (11) To sell, exchange, mortgage, charge, let, grant licences, easements, options and other rights over, and in any other manner deal with, or dispose of, all or any part of the undertaking, property and assets (present and future) of the Company for any consideration and in particular (without prejudice to the generality) for any securities or for a share of profit or a royalty or other periodical or deferred payment.
- (12) To issue and allot securities of the Company for cash or in payment or part payment for any real or personal property purchased or otherwise acquired by the Company or any services rendered to the Company or as security for any obligation or amount (even if less than the nominal amount of such securities) or for any other purpose, and to give any remuneration or other compensation or reward for services rendered or to be rendered in placing or procuring subscriptions of, or otherwise assisting in the issue of, any securities of the Company or in or about the formation of the Company or the conduct or course of its business.
- (13) To establish or promote, or concur or participate in establishing or promoting, any company, fund or trust and to subscribe for, underwrite, purchase or otherwise acquire securities of any company, fund or trust and to act as director of and as secretary, manager, registrar or transfer agent for any other company and to act as trustee of any kind and to undertake and execute any trust and any trust business (including the business of acting as trustee under wills and settlements and as executor and administrator) and any agency business.
- (14) To pay all the costs, charges and expenses preliminary or incidental to the promotion, formation, establishment and incorporation of the Company, and to procure the registration, incorporation or recognition of the Company in or under the laws of any place outside England.
- (15) To establish and maintain, or procure the establishment and maintenance of, any pension or superannuation funds (whether contributory or otherwise) for the benefit of, and to grant or procure the grant of donations, gratuities, pensions, annuities, allowances, emoluments or other benefits, including benefits on death, to, or purchase and maintain any type of insurance for or for the benefit of, any Directors, officers or employees or former Directors, officers or

employees of the Company or any company which at any time is or was a subsidiary or a holding company of the Company or another subsidiary of a holding company of the Company or otherwise associated with the Company or of any predecessor in business of any of them, and to the relations, connections or dependants of any such persons, and to other persons whose service or services have directly or indirectly been of benefit to the Company or whom the Board of Directors of the Company considers have any moral claim on the Company or to their relations, connections or dependants, and to establish or support any funds, trusts, insurances or schemes or any associations, institutions, clubs or schools, or to do any other thing likely to benefit any such persons or otherwise to advance the interests of such persons or the Company or its Members, and to subscribe, guarantee or pay money for any purpose likely, directly or indirectly, to further the interests of such persons or the Company or its Members or for any national, charitable, benevolent, educational, social, public, general or useful object and to do any of the matters aforesaid either alone or in conjunction with any such other company as aforesaid.

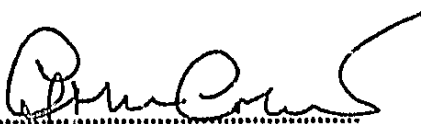
- (16) To enter into any arrangements with any government or authority or person and to obtain from any government or authority or person any legislation, orders, rights, privileges, franchises, charters, contracts, decrees and concessions and to carry out, exercise or comply with any of the same.
- (17) To apply for, promote and obtain any Act of Parliament, charters, privileges, concessions, licences or authorisations of any government, state or municipality, Provisional Order or Licence of the Board of Trade or other authority for enabling the Company to carry any of its objects into effect or for extending any of the Company's powers or for effecting any modification of the Company's constitution. or for any other purpose which may seem expedient, and to oppose any actions, steps, proceedings or applications which may seem calculated directly or indirectly to prejudice the interests of the Company or of its Members.
- (18) To cease carrying on or to wind up any business or activity of the Company, and to cancel any registration of and to wind up or procure the dissolution of the Company in any state or territory.
- (19) To distribute any of the property of the Company among its creditors and Members or any class of either in cash, specie or kind.
- (20) To do all or any of the above things or matters in any part of the world and either as principals, agents, contractors, trustees or otherwise and by or through trustees, agents or otherwise and either alone or in conjunction with others.
- (21) To carry on any other activity and do anything of any nature which in the opinion of the Board of Directors of the Company is or may be capable of being conveniently carried on or done in connection with the above, or likely directly or indirectly to enhance the value of or render more profitable all or any part of the Company's undertaking

property or assets or otherwise to advance the interests of the Company or of its Members.

- (22) To do any other thing which is or may be incidental or conducive in the opinion of the Board of Directors of the Company to the attainment of the above objects or any of them.

In this clause "company", except where used in reference to the Company, shall include any partnership or other body of persons, whether incorporated or not incorporated, and whether formed, incorporated, domiciled or resident in the United Kingdom or elsewhere, "person" shall include any company as well as any other legal or natural person, "securities" shall include any fully, partly or nil paid or no par value share, stock, unit, debenture, debenture or loan stock, deposit receipt, bill, note, warrant, coupon, right to subscribe or convert, or similar right or obligation, "and" and "or" shall mean "and/or" where the context so permits, "other" and "otherwise" shall not be construed ejusdem generis where a wider construction is possible, and the objects specified in the different paragraphs of this clause shall not, except where the context expressly requires, be in any way limited or restricted by reference to or inference from the terms of any other paragraph or the name of the Company or the nature of any trade or business carried on by the Company, or by the fact that at any time the Company is not carrying on any trade or business but may be carried out in as full and ample a manner and shall be construed in as wide a sense as if each of those paragraphs defined the objects of a separate distinct and independent company."

4. That the regulations contained in the document produced to the Meeting and for the purpose of identification signed by the Chairman thereof be and they are hereby approved and adopted as the articles of association of the Company in substitution for and to the exclusion of all existing articles of association thereof.


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Chairman of the Meeting