

THE COMPANIES ACTS 1985 AND 1989

WRITTEN RESOLUTIONS
OF
ORCHARD CAPITAL MANAGEMENT LIMITED (the "Company")


On 20 December 2000 the following resolutions were passed as written resolutions of the Company pursuant to section 381A of the Companies Act 1985, all members of the Company who, at that date were entitled to attend and vote at general meetings of the Company, having signed:

ORDINARY RESOLUTIONS

- 1 THAT the authorised share capital of the Company be increased from £1,000 to £20,000 by the creation of an additional 19,000 ordinary shares of £1 each, such shares ranking pari passu in all respects with the existing shares.
- 2 THAT the Directors be and they are hereby generally and unconditionally authorised to exercise all powers of the Company to allot relevant securities (within the meaning of s.80 of the Companies Act 1985) up to a maximum nominal amount of the authorised but unissued share capital following the passing of Resolution 1 above. Provided that the authority hereby given shall expire five years after the passing of this resolution unless previously renewed or varied save that the directors may, notwithstanding such expiry, allot any shares or grant any such rights under this authority in pursuance of an offer or agreement so to do made by the Company before the expiry of this authority.

SPECIAL RESOLUTION

- 3 THAT the Directors, pursuant to s.95 of the Companies Act 1985, be empowered to allot equity securities (as defined in s.94(2) of that Act) for cash as if the provisions of s.89(1) of that Act did not apply.


Director/Secretary

