

THE COMPANIES ACT 1985

RESOLUTIONS

of

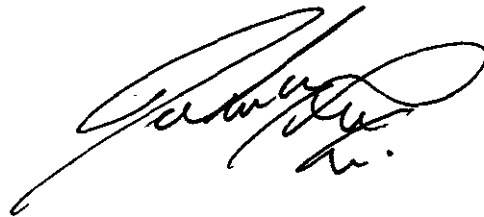
OAK PLACE MANAGEMENT LIMITED

(Passed on the 24 October 1997)

At an EXTRAORDINARY GENERAL MEETING of the above named Company duly convened and held at 67/69 George Street, London W1H 5PJ on the 24 day of October 1997 the following Resolutions were duly passed as Ordinary Resolutions, namely:-

"THAT the nominal capital of the company be and it is hereby increased by £114 beyond the registered capital of £57 divided into 114 Ordinary 'B' Shares of £1 each ranking pari passu in all respects with the existing Ordinary 'B' Shares of the company."

"That the directors be and they are hereby authorised for the purposes of Section 80 of the Companies Act 1985 to allot shares up to the amount of the authorised but not yet issued share capital of the company as at 24 October 1997."



COMPANY SECRETARY

