

Company No: 2923809

THE COMPANIES ACTS 1985 AND 1989

A PRIVATE COMPANY LIMITED BY SHARES

RESOLUTION

-of-

PCO 114 LIMITED

("the Company")

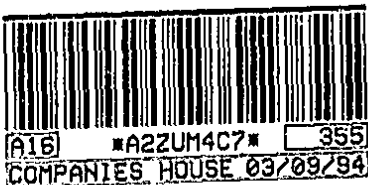
(Passed on 30 August 1994)

At an Extraordinary General Meeting of the Company duly convened and held on 30 August 1994, the following resolution was duly passed as a Special Resolution of the Company, namely:-

SPECIAL RESOLUTION

THAT:-

- (a) the Memorandum of Association of the Company be and is hereby altered by the deletion of the existing Clause 3(A) and the substitution therefor of the following new Clause 3(A):-



"3(A) (i) To carry on the business of an investment and holding company, and for that purpose to acquire and hold either in the name of the Company or in the name of any nominee or as nominee, land or property of any tenure, shares, stocks, debentures, debenture stock, bonds, notes, obligations, warrants, options or securities issued or guaranteed by any company wherever incorporated, or issued or guaranteed by any government, public body or authority in any part of the world.

(ii) To carry on the business of a general commercial trading company."

(b) the Articles of Association of the Company be and are hereby altered by the deletion of existing Article 19(g) and the substitution therefor of the following new Article 19(g):-

"19(g). In the case of an equality of votes, the chairman shall not have a second or casting vote."


.....
CHAIRMAN OF THE MEETING