

THE COMPANIES ACT 1989
COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION
OF
CENTRASTATES LIMITED

I, the undersigned, being the only Member of the above named Company for the time being entitled to received notice of and to attend and vote at General Meetings hereby unanimously resolve as follows:

SPECIAL RESOLUTIONS

1. Increase in authorised capital

That the authorised share capital of the Company be hereby increased from £100 to £1,000 by the creation of 900 'B' ordinary shares of £1 each, such shares to be participating but non voting.

2. Approval of share allotment and share subscription and exclusion of pre-emption rights

- a) That the directors are unconditionally authorised for the purposes of section 80 of the Companies Act 1985 to allot and dispose of or grant options over the Company's shares to such persons, on such terms and in such manner as they think fit, up to a total issued share capital of the Company of £900 at any time during the period of five years from the date hereof;
- b) That by virtue of section 95(1) of the Companies Act 1985, section 89(1) shall not apply to the allotment of shares pursuant to the authority conferred by the preceding paragraph of this resolution.

[Signature]

Mrs. Deborah Pesche Jay

1 NOVEMBER 1993

