

Company No: 76230

THE COMPANIES ACTS 1985 to 1989

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

OF

THE SOLE MEMBER OF

MERIDIEN GROUP LIMITED
(the "Company")

CIBC World Markets plc, being the sole member of the Company who at the date of these resolutions is entitled to attend and vote at a general meeting of the Company, RESOLVES, in accordance with Section 381 A of the Companies Act 1985, to pass the following resolution in writing as a special resolution:

"**THAT** the provisions of the memorandum of association of the company be altered by deleting the existing clause 3, the "objects clause", thereof and substituting therefore a new clause in the form set out in the document marked 'Annexe A' submitted to this meeting."

N. Henderson

For and on behalf of
CIBC World Markets plc

Dated: 21 NOVEMBER 2002

