

THE COMPANIES ACT 1985-1989  
PRIVATE COMPANY LIMITED BY SHARES  
STAR DIAMOND COMPANY LIMITED  
COMPANY NUMBER 0459576

WRITTEN RESOLUTIONS OF THE COMPANY  
Pursuant to Section 381A of the Companies Act 1985 (as amended)  
Dated 20:12:2000

WRITTEN RESOLUTIONS

We, the undersigned being all the members of the Company who at the date of this Resolution would be entitled to attend and vote at General Meetings of the Company hereby pass the following Resolution as a Special Resolution and agree that the said Resolution shall for all purposes be valid and effective as if the same had been passed by us all at a General Meeting of the Company duly convened and held:-

SPECIAL RESOLUTION

That the terms of the contract proposed to be made between (1) The Trustees of the Star Charitable Trust and (2) the Company for the purchase of 60,000 D shares of £1 each in the capital of the Company which terms are set out in the copy of the proposed contract annexed to this resolution BE AND ARE HEREBY AUTHORISED.

That if and so far as Articles 24 – 32 of the Company's Articles would (but for this Resolution) have to be complied with before the terms of the proposed contract authorised by Resolution (A) above may be properly fulfilled, the said Articles shall be waived.

SIGNED *[Signature]*

SIGNED *[Signature]*



THE COMPANIES ACT 1985-1989

PRIVATE COMPANY LIMITED BY SHARES

STAR DIAMOND COMPANY LIMITED

COMPANY NUMBER 0459576

WRITTEN RESOLUTIONS OF THE COMPANY

Pursuant to Section 381A of the Companies Act 1985 (as amended)

Dated 20:12:2000


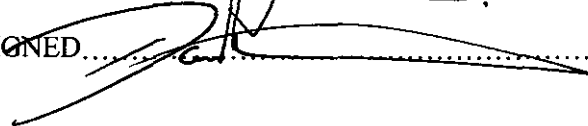
WRITTEN RESOLUTIONS

We, the undersigned being all the members of the Company who at the date of this Resolution would be entitled to attend and vote at General Meetings of the Company hereby pass the following Resolution as a Special Resolution and agree that the said Resolution shall for all purposes be valid and effective as if the same had been passed by us all at a General Meeting of the Company duly convened and held:-

SPECIAL RESOLUTION

That the terms of the contract proposed to be made between (1) The Trustees of the Star Charitable Trust and (2) the Company for the purchase of 60,000 D shares of £1 each in the capital of the Company which terms are set out in the copy of the proposed contract annexed to this resolution BE AND ARE HEREBY AUTHORISED.

That if and so far as Articles 24 – 32 of the Company's Articles would (but for this Resolution) have to be complied with before the terms of the proposed contract authorised by Resolution (A) above may be properly fulfilled, the said Articles shall be waived.

SIGNED .....  F. NAIK LIMITED  
SIGNED .....  F. NAIK LIMITED