

COMPANY NO. 05493553

THE COMPANIES ACTS 1985 AND 1989
COMPANY LIMITED BY SHARES
WRITTEN SPECIAL RESOLUTION OF
AXIS VENTURA LIMITED
(the 'Company')

(signed by the sole member of the Company on 9th August 2006)

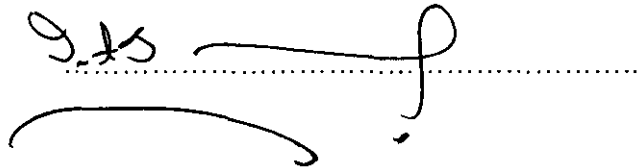
I, the undersigned, being the sole member of the Company entitled to attend and vote at an Extraordinary General Meeting of the Company hereby resolve that the resolution set out below be and is passed as a special resolution pursuant to the provisions of Section 381A of the Act, and confirm that such resolution shall be valid and effectual as if it had been passed at an Extraordinary General Meeting of the Company duly convened and held:

1. That the memorandum of association of the Company be and is hereby amended by an additional paragraph 3(w) being inserted as follows with the existing paragraph 3(w) being sequentially renumbered 3(x):

"To provide or establish, manage and fund any person, corporation, association, scheme, society, trust, pension or other fund, government, state, local authority or other body and to undertake and perform the office and duties of trustee, custodian trustee, executor, administrator, attorney or nominee including acting as trustee in relation to trusts for the benefit of employees, directors or former directors of any parent company and its subsidiaries or any company, firm or business in which the company may be in some way interested and to undertake and execute any trust or discretion, and the distribution amongst the beneficiaries, pensioners or other persons entitled to it, of any income, capital or annuity, and whether in money or specie, in furtherance of any discretion, obligation or permission."

Douglas Barrowman

9.15



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COMPANIES HOUSE 11/08/2006