

THE COMPANIES ACT 1985

COPY Resolutions of the type and in the terms specified below as passed by all the Shareholders of the Company on the **7th** day of **July** 2005

Special Resolutions

1. That the Memorandum of Association be amended to the effect that paragraph 5 shall read, "The Company share capital is £11,000 divided into 11,000 shares of £1.00 each

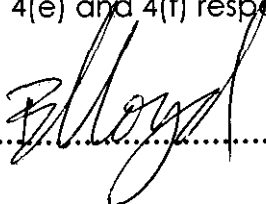
- 2.

- A) That the Articles of Association be amended by the insertion of a new Article 4(d) as follows:
 - "4(d)(i) *The Share Capital shall consist of £10,000 Class A Deferred Ordinary Shares which will include the two shares in issue as at the date hereof and £1,000 Class B Non-voting Non-participating Shares.*

 - 4(d)(ii) *The Class A shares shall be eligible for the declaration of a dividend once a year at the end of the Company's accounting year to be payable from such distributable profits as remain after the declaration and payment of dividends on the Class B shares in the preceding 12 months.*

 - 4(d)(iii) *The Class B shares shall be eligible in priority to the payment of any other dividends out of the Company's distributable profits for the declaration of such dividends as the Directors from time to time shall determine but shall have no further right to participate in distributions of dividend or in any surplus assets arising in a winding up of the Company; they shall have no voting rights except in relation to any Resolution of the Company impinging on their rights or obligations as provided in the Articles of Association.*

- B) That the pre-existing Articles 4(d) and 4(e) be re-designated respectively as Articles 4(e) and 4(f) respectively.



..... **COMPANY SECRETARY**

Dated **7th July**.....2005

