



SPECIAL RESOLUTION
THE COMPANIES ACTS 1985-1988
THE COUNCIL FOR ADMINISTRATION
COMPANY REGISTRATION NO. 3235481
DATE: 1 June 2004

At an Extraordinary General Meeting of the members of the above named company, duly convened and held in the Harley Room at Eighty9 Conference Suite, 89 Albert Embankment, London SE1 7TP on 1 June 2004, the following special resolution was duly passed:

1. *That the Memorandum of Association of the Company be amended as follows; namely: -*

That the following wording be added to clause 4 of the Memorandum of Association as a Proviso to that clause; namely: -

"Provided always that the number of Directors in receipt of any remuneration, payment or benefit in accordance with this clause shall be an minority of the members for the time being of the Board and no Director in receipt of any such remuneration, payment or benefit shall attend speak or vote at any Board meeting where such payment, remuneration or other benefit is discussed."

Signed

S. Bottemly

Company Secretary

Date: 1 June 2004





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Extract from Memorandum and Articles:

4. The income and property of the Company shall be applied solely towards the promotion of its objects as set forth in this Memorandum of Association and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit, to Board Members and Council Members of the Company. Provided that nothing herein shall prevent any payment in good faith by the Company:
- (a) of reasonable and proper remuneration to any Director or Member, officer or servant of the Company for any services rendered to the Company;
 - (b) of interest on money lent by any Director or Member at a rate per annum not exceeding 2 per cent less than the Base Lending Rate for the time being prescribed by the Company's Bankers or reasonable and proper rent for premises demised or let by any Director or Member of the Company.
 - (c) to any Director or Member, officer or servant of the company of reasonable and proper out-of-pocket expenses;
 - (d) of fees, remuneration or other benefits in money's worth to any company of which a Director or Member is a member holding not more than one-hundredth part of the capital of such company.

Provided always that the number of Directors in receipt of any remuneration, payment or benefit in accordance with this clause shall be an minority of the members for the time being of the Board and no Director in receipt of any such remuneration, payment or benefit shall attend speak or vote at any Board meeting where such payment, remuneration or other benefit is discussed.