

Company number: 157418



Antalis Group Limited

(the "Company")

WRITTEN RESOLUTIONS OF ALL MEMBERS

In accordance with Section 381A of the Companies Act 1985, **WE**, being all the members of the Company having the right to receive notice of and to attend and vote at General Meetings of the Company hereby pass the following unanimous resolution and special resolutions and agree that the said resolutions shall, for all purposes, be as valid and effective as if the same had been passed at a General Meeting of the Company duly convened and held.

IT IS HEREBY RESOLVED THAT:-

UNANIMOUS RESOLUTION

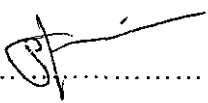
1. The Company be re-registered as an unlimited company under section 49 of the Companies Act 1985.

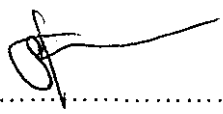
SPECIAL RESOLUTIONS

2. The Memorandum of Association of the Company be and is hereby amended as follows:
 - (a) by deleting the heading "Company Limited by Shares" and substituting it with the heading "An Unlimited Company Having Share Capital";
 - (b) by deleting the word "Limited" following Antalis Group, wherever it appears; and
 - (c) by deleting clause 4 and renumbering accordingly,

the amended Memorandum of Association is attached hereto as Schedule A and signed on behalf of the members for identification.

3. Pursuant to section 9 of the Companies Act 1985, the existing Articles of Association of the Company be and are hereby deleted in their entirety and the regulations attached hereto as Schedule B, and signed on behalf of the members for identification, be and are hereby approved and adopted as the Articles of Association of the Company.

Signed 
For and on behalf of Protalis Limited

Signed 
For and on behalf of Antalis Group Holdings Limited

Dated: 30/11/2004

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