

18-6-02

(e) = Limited

Company No:
4452645

Passed:
10 June 2002

The Companies Acts 1985 and 1989

At an Extraordinary General Meeting of the above-named Company duly convened and held at 41 Rodney Road, Cheltenham, Gloucestershire, GL50 1HX, UK on Monday 10 June 2002 at 1:00pm the following first and second Resolutions were duly passed as Ordinary Resolutions and the following third Resolution was duly passed as a Special Resolution.

Resolutions

1. *"That the capital of the Company be increased from £100 to £200 by the creation of 100 Ordinary-A shares of £1.00 each. The Ordinary-A shares have the rights and restrictions as set out in the amended Articles of Association of the Company."*
2. *"That the directors be and they are hereby generally and unconditionally authorised pursuant to section 80 of the Companies Act 1985 to exercise any power of the Company to allot and grant rights to subscribe for or to convert securities into shares of the Company up to a maximum nominal amount equal to the nominal amount of the authorised but unissued share capital at the date of the passing of this resolution. Provided that the authority hereby given shall expire 5 years after the passing of this resolution unless previously renewed or varied save that the directors may, notwithstanding such expiry, allot any shares or grant any such rights under this authority in pursuance of an offer or agreement so to do made by the Company before the expiry of this authority."*
3. *"That the Articles of Association of the Company be amended by inserting therein the attached new Article 2(a) and 8(a) which, for the purpose of identification, has been initialled by the Chairman."*



Chairman

10/6/02

Date



AMENDMENT TO THE ARTICLES OF ASSOCIATIONS

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SHARES

2(a) The capital of the Company is £200 divided into 100 Ordinary shares of £1.00 each and 100 Ordinary-A shares of £1.00 each. The Ordinary shares and the said 'A' shares shall rank pari passu in all respects except as provided and pursuant to regulations 8(a) to (e) inclusive of the Articles of Association of the Company and save that the holders of the 'A' shares shall not be entitled to receive notice of or to attend or vote at any general meeting of the Company nor shall they be entitled to participate in any distribution of capital in a winding-up of the company. The shares which the subscriber shall have taken up on the incorporation of the Company shall be designated an Ordinary share, otherwise the Ordinary shares of the Company shall be designated by the Directors of the Company as Ordinary shares or 'A' Ordinary shares.

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DIVIDENDS

8 (a) Subject to the provisions of the Companies Act 1985, the Company may by Ordinary Resolution declare dividends to the holders of the Ordinary shares of the Company and/or the 'A' Ordinary shares of the Company in accordance with the respective rights of the members but no dividend in respect of either designated class of Ordinary Share shall exceed the amount recommended by the Directors.

Murphy *Secretary* *Sullivan*