COMPANY NUMBER: 688533

PG INTERNATIONAL PLC (the "Company")

SPECIAL RESOLUTION PASSED AT AN EXTRAORDINARY GENERAL MEETING OF THE COMPANY

At an Extraordinary General Meeting of the Company held at Spirent House, Crawley Business Quarter, Fleming Way, Crawley, West Sussex RH10 9QL on 15 July 2005 the following was passed as a Special Resolution:

Re-Registration of the Company as a Private Company Limited By Shares

- That the company be re-registered as a private company limited by shares under the Companies Act 1985 by the name of PG International Limited and that its memorandum be amended accordingly as follows:
 - 1.1 In clause 1, by the deletion of the words 'PLC' and by substituting in its place the word 'Limited';
 - 1.2 By deleting clause 2;
 - 1.3 By renumbering clauses 3–6 as clauses 2–5 respectively.
- 2. That the regulations contained in the document produced to the Meeting and signed by the Chairman for the purposes of identification be and are hereby adopted as the Articles of Association of the Company in substitution for, and to the exclusion of, the existing Articles of Association.

The resolution was approved by the Company's sole shareholder who voted in favour with 100% of the Company's issued share capital.

Director, PG International plc and

Chairman of the Extraordinary General Meeting

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COMPANIES HOUSE 21/07/05