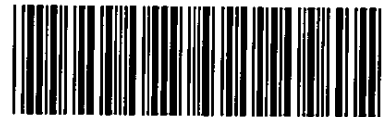


Company Number: 01053714

TUESDAY



A25 *AY2CB9EK* 28/04/2009 139
COMPANIES HOUSE

THE COMPANIES ACTS 1985 AND 2006

COMPANY LIMITED BY SHARES

PRINT OF WRITTEN RESOLUTIONS OF THE SOLE MEMBER

of

CHAPMAN FREEBORN AIRCHARTERING LIMITED

(the "Company")

Passed on 3 April 2009

Pursuant to chapter 2 of part 13 of Companies Act 2006, the following resolutions (the "Resolutions"), which were proposed as special resolutions, as set out below, were duly passed in writing on the above date:

SPECIAL RESOLUTIONS

1. **THAT** the provisions of the Articles of Association of the Company be altered by the insertion of a new special article immediately after the existing article 5 as follows:

"Special Article

- A Notwithstanding anything contained in these articles, whether expressly or impliedly contradictory to the provisions of this Special Article (to the effect that any provision contained in this Special Article shall override any other provision of these articles):

1. The directors shall not decline to register any transfer of shares, nor may they suspend registration thereof, where such transfer:
 - a. is to any bank, institution or other person which has been granted a security interest in respect of such shares, or to any nominee of such a bank, institution or other person (or a person acting as agent or security trustee for such person) ("**Secured Institution**") (and a certificate by any such person or an employee of any such person that a security interest over the shares was so granted and the transfer was so executed shall be conclusive evidence of such facts); or
 - b. is delivered to the Company for registration by a Secured Institution or its nominee in order to perfect its security over the shares; or
 - c. is executed by a Secured Institution or its nominee pursuant to a power of sale or other power existing under such security,

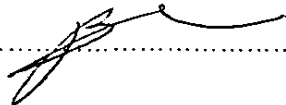
and the directors shall forthwith register any such transfer or shares upon receipt and furthermore notwithstanding anything to the contrary contained in these articles no transferor of any shares in the Company or proposed transferor of such shares to a Secured Institution or its nominee and no Secured Institution or its nominee shall (in either such case) be required to offer the shares which are or are to be the subject of any transfer as aforesaid to the shareholders for the time being of the Company or any of them and no such shareholder shall have any right under the articles or otherwise howsoever to require such shares to be transferred to them whether for any valuable consideration or otherwise.

2. The lien set out in article 5, shall not apply to shares held by a Secured Institution (as defined in Special Article 1(a) above).
3. Regulation 10 of Part I of Table A shall not apply the Company.
4. Regulations 25, 26, 27 and 28 of Part I of Table A shall not apply the Company.
5. The quorum for the transaction of business of the directors shall be two unless there is a sole director or only one director is able to count to the quorum by reason of any provision of these Articles or by reason of any director being unable to count in the quorum by reason of section 175(6) of the Companies Act 2006, in which event the sole director shall constitute a quorum."
2. **THAT** the provisions of the Memorandum of Association of the Company be altered by the insertion of a new object immediately after the existing 3.(a) as follows:

"3.(aa)

To the extent permitted by law, to give financial assistance for the purpose of the acquisition of shares in the Company or the Company's holding company for the time being (as defined by section 736 of the Companies Act 1985) or for the purpose of such acquisition or for the purpose of discharging or reducing a liability incurred in connection with such an acquisition and to give such assistance by any means howsoever permitted by law."

SIGNED by)
for and on behalf of)
CHAPMAN FREEBORN AIRCHARTERING LIMITED)



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