

METRO BUSINESS AVIATION (HEATHROW) LIMITED

(the "Company")

(Company Number 1993771)

RESOLUTION IN WRITING of members as a substitute for a formal resolution in general meeting.

We, the undersigned, being all of the members of the Company having the right to vote at general meetings, or authorised agents of such members, signify our assent to the passing of the resolution set out below to the effect that such resolution shall be deemed to be as effective as if it had been passed at a general meeting of the Company duly called and held.

SPECIAL RESOLUTIONS

THAT the regulations contained in the printed document annexed hereto and initialled for the purpose of identification be and the same are hereby approved and adopted as the Articles of Association of the Company in substitution for and to the exclusion of the existing Articles of Association of the Company.

THAT 10,000 Redeemable Cumulative Participating Preferred Shares of £1 each be converted into 10,000 Ordinary Shares of £1 each ranking pari passu with the existing Ordinary Shares in the company.

THAT the Memorandum of Association of the Company be amended to reflect the alterations to the share capital described in the Special Resolution above, and that a conformed copy of the Memorandum of Association, signed by a Director of the company, be filed at Companies House.

ELECTIVE RESOLUTIONS

THAT the company dispenses with the holding of annual general meetings pursuant to Section 366A of the Companies Act 1985 (as amended).

THAT the company hereby dispenses with the obligation to lay accounts and reports before the company in general meeting pursuant to section 252 of the Companies Act 1985 (as amended).

THAT the company hereby elects to dispense with the obligation to appoint auditors annually pursuant to Section 386 of the Companies Act 1985 (as amended).

..... *R Fallonfield*
SIGNED by *R S Fallonfield*
For and on behalf of Metro Business Aviation Limited

DATED 23rd January 2002



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.....

SIGNED by

For and on behalf of Harrods Nominees Limited

DATED 23rd January 2002