

LAMBERT FENCHURCH OVERSEAS LIMITED

Registered Number: 02214161

(the "Company")

**WRITTEN RESOLUTION OF THE MEMBERS OF THE COMPANY
IN LIEU OF A GENERAL MEETING PASSED PURSUANT
TO REGULATION 53 OF TABLE A WHICH FORMS PART OF
THE COMPANY'S ARTICLES OF ASSOCIATION**

We, the undersigned, being all the Members of the Company entitled to attend and vote at a general meeting of the Company hereby **RESOLVE** by special resolution:-

THAT the Articles of Association of the Company be amended by adding the following as a new Article 5.2 and renumbering the existing Article 5 as Article 5.1:

"5.2 Notwithstanding anything contained in these Articles, the lien conferred by Article 5.1 shall not apply to the Company where such shares have been charged by way of security in favour of a bank or institution."

THAT Article 5.1 of the Articles of Association of the Company be amended by adding the following words "subject to Article 5.2 below" before the words "the lien conferred by Regulation 8".

THAT the Articles of Association of the Company be amended by adding the following as a new Article 8.2 and renumbering the existing Article 8 as Article 8.1:

"8.2 Notwithstanding anything contained in these Articles, the directors will register any transfer of shares and may not suspend registration of such shares where such transfer:

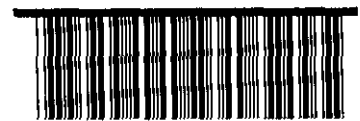
- (i) is to the bank or institution to which such shares have been charged by way of security, whether as an agent for a group of banks or institutions or otherwise, or to any nominee or any transferee of such a bank or institution (a "Secured Institution") or their receiver (a "Receiver"); or
- (ii) is delivered to the Company for registration by a Secured Institution or its nominee or a Receiver in order to perfect its security over the shares; or
- (iii) is executed by a Secured Institution or its nominee or Receiver pursuant to the power of sale or other power under such security."

THAT Article 8.1 of the Articles of Association of the Company be amended by adding the following words "subject to Article 8.2 below" before the words "notwithstanding anything contained in."

Signed 

For and on behalf of **Heath Lambert Overseas Limited**

Date **26** May 2005



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