

Number of Company: 3890024

THE COMPANIES ACTS 1985 to 1989
PUBLIC COMPANY LIMITED BY SHARES
SPECIAL RESOLUTIONS

OF

SANWALTON PLC

Passed 18th April 2006

At an Extraordinary General Meeting of the above named Company, duly convened and held at 29 St. Neots Road, Sandy, Bedfordshire, SG19 1LD on [18th April] 2006, the following Resolutions was duly passed as a Special Resolution.

SPECIAL RESOLUTION

1. That the Company be re-registered as a private Company under the Companies Act 1985 by the name Sanwalton Limited;
2. That the separate classes of "A" Ordinary Shares and "B" Ordinary Shares in the capital of the Company (whether issued or unissued) be all converted to Ordinary Shares;
3. That the Memorandum of Association of the Company be amended accordingly as follows:-
 - 3.1 By substituting "PRIVATE" for "PUBLIC" and "LIMITED" for "PLC" in the headings;
 - 3.2 In clause 1 by deleting the letters "plc" and substituting the word "Limited";
 - 3.3 By deleting clause 2 and re-numbering the subsequent clauses of the Memorandum accordingly;
 - 3.4 By deleting the existing clause 6 (clause 5 after re-numbering) and substituting therefor the following:
"the Company share capital is £2,950,000 divided into 11,800,00 Ordinary Shares of 25p each".
4. That the Articles of Association of the Company be amended accordingly as follows:-

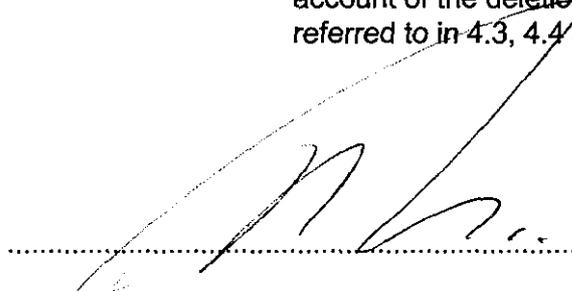


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- 4.1 By substituting "PRIVATE" for "PUBLIC" and "LIMITED" for "PLC" in the headings;
- 4.2 In Article 4 by the deletion of the words "provided that every Ordinary Share so issued must be classified as either "A" Ordinary Shares ("A Share") or "B" Ordinary Share ("B Share") at the end of that Article;
- 4.3 By deleting Articles 7 and 8;
- 4.4 By deleting Article 14;
- 4.5 In Article 16 by the deletion of the words "Any holder of an "A" Share together with any one holder of a "B" Share" and substituting therefore the words "Two members" at the beginning of the second sentence of that Article;
- 4.6 In Article 17 by the deletion of the words "be not" in line 2 of that Article;
- 4.7 By deleting Articles 22 and 23;
- 4.8 In Article 31 by the deletion of the words "subject to Article 36" at the beginning of the fourth sentence of that Article and by the deletion of the word "not" in the fifth sentence of that Article;
- 4.9 By re-numbering the Articles of Association to take account of the deletion in their entirety of the Articles referred to in 4.3, 4.4 and 4.7 above.



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Chairman