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**The Companies Act 1985
Company Limited by Shares
Special Resolutions of
NELSONCROOM LIMITED**

**Pursuant to Section 378 of The Companies Act 1985
(passed on 23 February 2007)**

At an Extraordinary General Meeting of the above named company, duly convened and held at N307 Westminster Business Square, 1-45 Durham Street, London SE11 5JH on 23 February 2007 the special resolutions set out below were duly passed:

SPECIAL RESOLUTIONS

1. That 50,000 "C" shares in the capital of the Company be redesignated as 'A' ordinary shares, each having attached thereto the rights set out in the Articles of Association so that the authorised share capital of the Company is 102,500 "A" shares of "1 each.
2. For the purposes of Section 80 of the Companies Act 1985 (and so that expressions used in this resolution shall bear the same meanings as in Section 80):
 - (i) the Directors be and are generally and unconditionally authorised to exercise all powers of the Company to allot relevant securities up to a maximum nominal amount of £50,000 to such persons and at such times and on such terms as they think proper during the period at any time within five years from the date of the passing of this resolution;
 - (ii) the Company be and is authorised to make prior to the expiry of such period any offer or agreement which would or might require relevant securities to be allotted after the expiry of the said period and the Directors may allot relevant securities in pursuance of any such offer or agreement notwithstanding the expiry of the authority given by this resolution so that all previous authorities of the Directors pursuant to the said Section 80 be and they are hereby revoked; and
3. In accordance with Section 95 of the Companies Act 1985 ("the Act") the Directors be and are hereby empowered to allot equity securities (as defined in sub-Section (2) of Section 94 of the Act) pursuant to the authority conferred on them by this resolution to allot relevant securities (as defined in Section 80 of the Act) up to a maximum nominal value of £50,000 as if sub-Section (1) of Section 89 of the Act did not apply at any time or times.

Fiona Campbell

Fiona Campbell
Secretary

FC/jk 16.03.07

