

Company No. 4108769

THE COMPANIES ACTS 1985 AND 1989

We hereby certify that
to be a true copy of the original
Signed: Clifford Chance
CLIFFORD CHANCE
LIMITED LIABILITY PARTNERSHIP
200 Aldersgate Street
London EC1A 4JD

PRIVATE COMPANY LIMITED BY SHARES

RESOLUTION IN WRITING

of

ROUGEBRIGHT LIMITED

Clifford Chance Nominees Limited and Clifford Chance Secretaries Limited, being all the members of the Company who at the date of this resolution are entitled to attend and vote at a general meeting of the Company, RESOLVE, in accordance with section 381A of the Companies Act 1985, to pass the following as a written resolution:

SPECIAL RESOLUTION IN WRITING

THAT the Company's Memorandum of Association be altered by the adoption of a new clause 3(A) in the form of the annexed draft, initialled by the Chairman for the purpose of identification, in substitution for existing clause 3(A).

The written resolution takes effect as a special resolution.

SIGNATURE:

Alan Price

PRINT NAME

[.....ALAN PRICE.....]

Authorised signatory for and on behalf of Clifford Chance Nominees Limited

SIGNATURE:

Joel Ziff

PRINT NAME

[.....JOEL ZIFF.....]

Authorised signatory for and on behalf of Clifford Chance Secretaries Limited

DATE: 18-5 2001



3. The Company's objects are:-

- (A) (i) To purchase, take on lease, exchange, lease or otherwise deal in and to hold for the purpose of investment, development or resale and to traffic in any freehold, leasehold or other property for any estate or interest whatever, and any options, rights, privileges or easements over or in respect of the same and to purchase, exchange or otherwise deal in stocks, debentures, debenture stock, bonds, obligations or securities of any government, state or authority or of any public or private company, corporate or unincorporated; to make advances upon the security of land or house or other property or any interest therein.
- (ii) To carry on all or any of the businesses of building and civil engineering contractors, land, estate and property developers, repairers and jobbers, estate agents and managers, mortgage and insurance brokers, and agents, surveyors, valuers and auctioneers, builders' merchants, plant hire specialists, painters, decorators, plumbers, farmers, stock and poultry breeders, produce merchants, grocers, confectioners, tobacconists and newsagents, haulage and transport contractors, electricians and general engineers.
- (iii) To carry on all or any of the businesses of hire purchase financiers, and hire purchase consultants, financiers for the promotion of the sale for cash or on credit, or on the instalment plan or hire purchase agreement or easy payment system or otherwise of goods, wares, produce, products and merchandise of every description, and to lend and advance money to, or negotiate loans on behalf of, and to provide credit facilities for such persons, firms or companies, and on such terms as may seem expedient; to operate, for cash or credit, discount stores; to give guarantees or become security for the payment of money or the performance of any obligation or undertakings.