

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

WRITTEN
RESOLUTIONS

- of -

RJD PARTNERS LIMITED (the "Company")



Passed on 24 October 2006

We, the undersigned, being all members of the Company at the date of this resolution who would be entitled to attend and vote at a general meeting of the Company HEREBY RESOLVE, pursuant to Section 381A of the Companies Act 1985, (as amended) (the "Act"), to pass the following resolutions as special resolutions as if the same had been duly passed at a general meeting of the Company validly called and held:

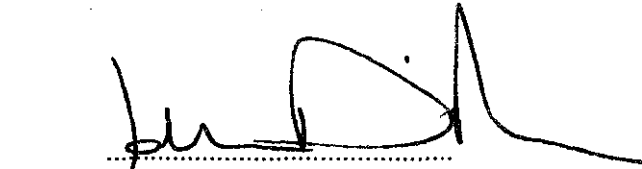
SPECIAL RESOLUTIONS

- 1 THAT subject to the passing of Resolution 3, the authorised share capital of the Company be increased from £60,714.50 to £69,214.50 by the creation of 850,000 additional A Ordinary Shares of £0.01 each, such shares having the rights assigned to such class of shares by the Articles of Association of the Company.
- 2 THAT, subject to the passing of Resolutions 1 and 3:
 - (a) the directors be and are hereby generally and unconditionally authorised pursuant to Section 80 of the Act (in substitution for any existing authorities) to allot and make offers or agreements to allot relevant securities (as defined by section 80(2) of the Act) up to an aggregate nominal amount equal to the authorised (issued and unissued) share capital of the Company immediately following the passing of this resolution, provided that this authority, unless renewed shall expire on the fifth anniversary of the date of passing this resolution; and
 - (b) the directors be and are empowered pursuant to section 95 of the Act to allot or make any offers or agreements to allot equity securities (within the meaning of section 94(2) of the Act) up to an aggregate nominal amount equal to the authorised (issued and unissued) share capital of the Company immediately following the passing of this resolution as if section 89(1) of the Act and the rights of pre-emption contained in the existing Articles of Association of the Company did not apply to any such allotment provided that this power shall expire five years from the date of this resolution, save that the Company may before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the directors may allot equity

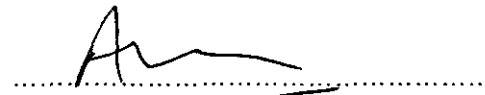
securities in pursuance of any such offer or agreement notwithstanding that the power conferred by this resolution has expired.

ORDINARY RESOLUTION


- 3 THAT the 50,000 issued A Ordinary Shares of £1 each in the Company be subdivided into 5,000,000 A Ordinary Shares of £0.01 each.



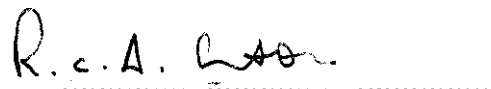
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John Dillon



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RJD Partners (Holdings) Limited



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Duncan Johnson



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Richard Caston