

439/278

WRITTEN RESOLUTION OF PRIORY CENTRAL SERVICES LIMITED


(the "Company")

We, the undersigned, being the sole member of the above named Company for the time being entitled to attend and vote at general meetings, hereby unanimously pass the following Special Resolution of the Company pursuant to Section 381A of the Companies Act 1985 and agree that such resolutions shall be valid and effective for all purposes as if the same had been passed at a general meeting of the Company duly convened and held:

THAT the articles of association of the Company be and are hereby amended such that the following Article is included:

"Notwithstanding anything contained in the articles, no restriction (in particular, without limitation, no right of pre-emption) shall exist in relation to, and no director shall decline to register, nor may the directors suspend the registration of, any transfer of shares, where such transfer is executed by any bank or institution to whom such shares have been charged by way of security, or by any nominee or nominees of such a bank or institution, pursuant to the power of sale under such security and a certificate by any official of such bank or institution if the shares were so charged and the transfer was so executed shall be conclusive evidence of such facts. For the avoidance of doubt and without limiting the generality of the foregoing, the provisions of Articles 13, 14, and 15 will not apply in these circumstances."

SIGNED for and on behalf of PRIORY SECURITISATION LIMITED


Date: 13 October 2005

