

**THE COMPANIES ACT 1985**

**COMPANY LIMITED BY SHARES**

**NURTON HOLDINGS LIMITED**

(a company registered in England no. 04481125)

**CERTIFICATE OF PASSING OF A  
WRITTEN RESOLUTION**

The following resolutions were passed as written resolutions of members on 8 December 2004:

**RESOLUTIONS**

1. That the authorised share capital be and hereby is increased from £10,000 to £1,000,000 by the creation of 990,000 shares of £1 each ranking pari passu in all respects with such shares already in issue.
2. That the directors be and hereby are authorised to allot relevant securities (which expression shall in this resolution be construed in accordance with section 80 of the Companies Act 1985) up to a maximum of £999,999 in aggregate nominal value (provided that any relevant securities to be so allotted shall be in the form of ordinary shares of £1 each), to the intent that this authority shall expire 5 years following the date on which this resolution is passed but may be previously revoked or varied by the Company in general meeting and may be renewed by the Company in general meeting for a further period not exceeding five years, and the Company be and hereby is authorised to make any offer or agreement before the expiry of this authority which would or might require relevant securities to be allotted after this authority has expired with full power to the directors to allot relevant securities in pursuance of any such offer or agreement.

Dated: 20 January 2005

X \_\_\_\_\_  
Secretary

