

Company No 4860163

The Companies Act 1985 to 1989

Private Company Limited by Shares

Written Resolutions

DES HOLDINGS LIMITED

We, the undersigned, being the members of the Company who at the date of the resolutions would be entitled to attend and vote at general meetings of the Company **HEREBY PASS** the following resolutions as Special Resolutions and agree that the said Resolutions shall for all purposes be as valid and effective as if the same had been passed at a general meeting of the Company duly convened and held:

SPECIAL RESOLUTIONS

1) That, subject to the passing of the Special Resolution numbered 2 below, 4,000 ordinary shares of £1 each in the capital of the Company be and are hereby converted into 1,000 'B' shares of £1 each, 1,000 'C' ordinary shares of £1 each, 1,000 'D' ordinary shares of £1 each and 1,000 'E' ordinary shares in the capital of the Company with the rights set out in the Articles of Association of the Company as amended by the Special Resolution 2 below.

2) That, subject to the passing of the Special Resolution numbered 1 above, the Articles of association of the Company be amended by adding, after Regulation 1, the following Regulation to be numbered 2 and by renumbering all subsequent Regulations:

"2. The capital of the Company as at the adoption of this Article is £10,000 divided into 5,000 ordinary shares of £1 each, 1,000 'A' ordinary shares of £1 each, 1,000 'B' ordinary shares of £1 each, 1,000 'C' ordinary shares of £1 each, 1,000 'D' ordinary shares of £1 each, 1,000 'E' ordinary shares each, each having the following rights and privileges:

Dividend Rights

i) The profits of the Company which it may from time to time be determined to distribute by way of dividend shall be applied in paying the same to the holders of the 'A' ordinary shares, the 'B' ordinary shares, the 'C' ordinary shares, the 'D' ordinary shares, the 'E' ordinary shares and the ordinary shares at such rates and in such proportions as the Company shall from time to time determine.

Surplus Assets in Liquidation

ii) In a winding-up the surplus assets of the Company shall be applied in paying the same rate per share to the holders of the ordinary shares and the 'E' ordinary shares. The 'A' ordinary shares, the 'B' ordinary shares, the 'C' ordinary shares and the 'D' ordinary shares shall have no rights to surplus assets in liquidation, unless the holders of the ordinary shares and the 'E' ordinary shares so determine.



Voting Rights

- iii) a) The holders of the ordinary shares and the 'E' ordinary shares, shall be entitled to receive notices of all general meetings of the Company and to vote thereat and on a poll shall be entitled to one vote per share held. The 'A' ordinary shares, the 'B' ordinary shares, the 'C' ordinary shares and the 'D' ordinary shares are entitled to receive notices of all general meetings of the company but have no voting rights.

Dated this 1st day of December 2004

Signed: 
W J DUGDALE


D CHATTERTON


D DUGDALE

Signed: 
J BARLOW


P LUCAS