



**THE COMPANIES ACT 1985**

---

**PRIVATE COMPANY LIMITED BY SHARES**

---

**WRITTEN RESOLUTIONS**

**OF**

**37-51 ARROWE PARK ROAD MANAGEMENT COMPANY LIMITED**

---

WE, the undersigned, being all the members of the above-named Company who at the date hereof would be entitled to attend and vote at a general meeting of the Company, HEREBY RESOLVE as follows:-

1. That the Articles of Association of the Company be amended by the deletion of Article 2.2 and the substitution of the following new Article 2.2 in its place:-

The subscribers to the Memorandum of Association may transfer the shares for which they have subscribed to Chainbow (DM) Limited (registered in England and Wales under company number 4711102). Save as aforesaid, no share shall be allotted or transferred to any person who is not a unitholder. A unitholder shall not be entitled to dispose of his shareholding in the Company while holding, whether alone or jointly with others, a legal estate in any unit.

2. That the Articles of Association of the Company be amended by the deletion of Article 2.4 and the substitution of the following new Article 2.4 in its place:-

Subject as provided in article 2.2 above the directors are generally and unconditionally authorised for the purposes of section 80 of the Act, to exercise any power of the Company to allot and grant rights to subscribe for or convert securities into shares of the Company up to the amount of the authorised share capital with which the Company is incorporated at any time or times during the period of five years from the date of incorporation and the

directors may, after that period, allot any shares or grant any such rights under this authority in pursuance of an offer or agreement so to do made by the Company within that period. The authority hereby given may at any time (subject to the said section 80) be renewed, revoked or varied by ordinary resolution. Save that the directors may allot the shares to Chainbow (DM) Limited (registered in England and Wales under company number 4711102).

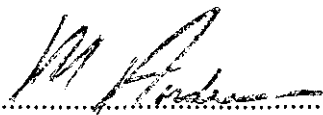
3. That the Articles of Association of the Company be amended by the deletion of Article 6.3 and the substitution of the following new Article 6.3 in its place:-

Save for persons who are deemed to have been appointed as the first directors of the Company on incorporation pursuant to section 13(5) of the Act and Mr Roger James Southam and Mr Neville James Paterson, no person who is not a member of the Company shall in any circumstances be eligible to hold office as a director. Regulation 44 in Table A shall not apply to the Company.



For and on behalf of INSTANT COMPANIES LIMITED

Dated: 9<sup>th</sup> December 2003



For and on behalf of SWIFT INCORPORATIONS LIMITED

Dated: 9<sup>th</sup> December 2003