

WEDNESDAY



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11/07/2007

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COMPANIES HOUSE

Company Number 5037433

THE COMPANIES ACT 1985

WRITTEN RESOLUTIONS

of

RENTACRATE (UK) LIMITED (the "Company")

Made pursuant to Section 381A Companies Act 1985

Dated 25 November 2004

All the members of the Company who would on the above-stated date be entitled to attend and vote at a general meeting of the Company, unanimously RESOLVED THAT the following resolutions be passed and that such resolutions for all purposes shall be as valid and effective as if the same had been passed at a general meeting of the Company duly held and convened

ORDINARY RESOLUTIONS

- 1 the share capital of the company be increased by the creation of 1,500 A Shares of £1 each, 1,500 B Shares of £1 each, and 1,000 D Shares of £1 each having the rights set out below
- 2 the Directors be authorised for a period of five years to grant options to employees on such terms as they see fit and at any time pursuant to such options to allot up to 900 D Shares, suspending for this purpose only the pre-emption rights attaching to shares in the company

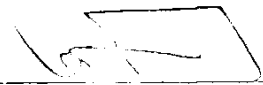
SPECIAL RESOLUTION

3. amending the articles by
 - (a) replacing the first paragraph of Article 3 with the following
The share capital of the Company at the date of this amendment to the Articles is £5,000 divided into 1,950 A Shares of £1 each, 1,950 B Shares of £1 each, 100 C Shares of £1 each, and 1,000 D Shares of £1 each. The rights attaching to the respective classes of shares shall be as follows
 - (b) inserting the following as Article 3 1 (Dividends) (d)

4A 3 A Bad Leaver and any Related Shareholder related to a Bad Leaver shall be deemed to have served a Transfer Notice on such date as the directors determine at a Transfer Price equal to the lower of the amount originally subscribed for that share and the Fair Value that would be determined under Article 4.11

4A 4 A Good Leaver and any Related Shareholder related to a Good Leaver shall be deemed to have served a Transfer Notice on such date as the directors determine at a Transfer Price equal to whichever value is in the middle of (a) the amount originally subscribed for that share (b) 50% of the Fair Value that would be determined in the absence of this sub-clause and (c) 100% of the Fair Value that would be determined under Article 4.11

4A 5 The directors may appoint any person to execute transfers on behalf of any Bad Leaver, Good Leaver or Related Shareholder to give effect to this Article 4A


Secretary