

PRECIS (2488) LIMITED (THE "COMPANY")

(Company No. 5272320)

WRITTEN RESOLUTIONS

OF PEREGRINE SECRETARIAL SERVICES LIMITED,

THE SOLE DIRECTOR OF THE COMPANY

PASSED ON 22 DECEMBER 2004

1. INCORPORATION AND MEMORANDUM AND ARTICLES OF ASSOCIATION

IT IS HEREBY NOTED that the Company was incorporated on 28 October 2004 with the registered number 5272320.

2. SHAREHOLDER RESOLUTIONS

IT IS NOTED FURTHER that the Company's sole shareholder has passed written resolutions to :-

- (a) change the Company's name to Devon Nominees (No.1) Limited
- (b) amend the Articles of Association
- (c)
 - (i) dispense with the laying of accounts and reports before the Company in general meeting
 - (ii) dispense with the holding of annual general meetings
 - (iii) dispense with the annual reappointment of the auditors
 - (iv) reduce the majority required to sanction short notice of a general meeting
 - (v) apply the provisions of Section 80A of the Companies Act 1985 in relation to duration of authority to allot shares
- (d) authorise the sole Director or, at such time as the Company has more than one Director, the Directors, to allot relevant securities

3. TRANSFER OF SHARES

IT IS RESOLVED that the following duly stamped transfer of the subscribers' shares be approved and that the name of the transferee be registered in the Company's Register of Members:-



<u>Transferor</u>	<u>Transferee</u>	<u>No. of Shares</u>
Peregrine Secretarial Services Limited	BAA Partnership Limited	2

IT IS FURTHER RESOLVED that the sum of £1 on each share be called up and upon payment therefor the shares be credited as fully paid.

4. SHARE CERTIFICATES

IT IS RESOLVED that a share certificate relating to the foregoing transfer be issued in due course to the holder of the shares in the Company in respect of its holding.

5. DISTINGUISHING NUMBERS

IT IS RESOLVED that distinguishing numbers be dispensed with in respect of the issued and fully paid shares of the Company in accordance with Section 182(2), Companies Act 1985.

6. REGISTERED OFFICE

IT IS RESOLVED that the registered office of the Company be changed to 130 Wilton Road, London SW1V 1LQ

7. AUDITORS

IT IS RESOLVED that PricewaterhouseCoopers LLP of 1 Embankment, London WC1N 6RH be appointed as auditors of the Company to hold office until the first general meeting at which the requirements of Section 241(1) of the Companies Act 1985 should be complied with.

8. BANK ACCOUNT

IT IS RESOLVED that an account in the name of the Company be opened at Barclays Bank plc, London Customer Service Centre, Business Banking, PO Box 46116, London EC4N 8WB.

9. ACCOUNTING REFERENCE DATE

IT IS RESOLVED that the accounting reference date of the Company be changed to 31 March.

10. DIRECTORS

IT IS RESOLVED that Robert David Herga and Michael Rodney Toms (both having consented to act) be appointed as Directors of the Company with in place of Peregrine Secretarial Services Limited, the first Director, whose resignation has been received.

11. **CHAIRMAN**

IT IS RESOLVED that Michael Rodney Toms be appointed Chairman of the Board of Directors.

12. **SECRETARY**

IT IS RESOLVED that Maria Bernadette Lewis be appointed as Secretary of the Company with in place of Office Organization & Services Limited, whose resignation has been received. Office Organization & Services Limited had been appointed joint company secretary with Swift Incorporations Limited and it was noted that a letter of resignation was received from Swift Incorporations Limited effective from the date of incorporation.

13. **FILINGS**

IT IS RESOLVED that the Secretary be directed to file signed prints of the resolutions to change the Company's name and amend its Memorandum and Articles and the resolutions pursuant to Section 379A Companies Act 1985 passed by the sole shareholder, Forms Nos. 225, 287, 288a, 288b and a print of the Company's Memorandum and Articles of Association, as amended, at Companies House.



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For and on behalf of Peregrine Secretarial Services Limited
(Authorised Signatory)