

Doc 2.8

Company No. 5570073

NO 588 LEICESTER LIMITED

We, being all the holders of the entire issued share capital of the Company hereby pursuant to Regulation 53 of Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 as amended by the Companies (Tables A to F) (Amendment) Regulations 1985 (being part of the Articles of Association of the Company) RESOLVE that the Resolutions set out below be and they are hereby respectively passed as written Ordinary Resolutions and as written Special Resolutions of the Company:-

ORDINARY RESOLUTIONS


1. That each of the issued and unissued ordinary shares of £1 each in the capital of the Company be and are hereby sub-divided into 100 shares of 1p each.
2. That the authorised share capital of the Company be and it is hereby increased from £100 to £1,543,000 by the creation of
 - 667,053 Ordinary shares of 1p each
 - 1,437,496 A Ordinary shares of 1p each
 - 87,952 B Ordinary Shares of 1p each.
 - 797,499 Preference shares of 1p each
 - 1,315,000 Redeemable Preference Shares of 1p eacheach such class of shares to have the respective rights set out in the Company's articles of association, as adopted by special resolution numbered 5 below.
3. That the Directors be and are hereby generally and unconditionally authorised, for the purposes of Section 80 of the Companies Act 1985 ("the Act") to allot and dispose of and grant options over relevant securities (within the meaning of the said Section 80) up to an aggregate nominal amount of £1,543,000 provided that this authority shall expire on the date which falls 5 years after the date hereof save that the Company may before such expiry make an offer or agreement which would or might require relevant


securities to be allotted after such expiry and the Directors may allot the relevant securities in pursuance of such offer or agreement as if the authority conferred hereby had not expired.

SPECIAL RESOLUTIONS

4. That the Directors of the Company be and are hereby empowered pursuant to Section 95 of the Act to allot equity securities (within the meaning of Section 94 of the Act) pursuant to the authority conferred by Ordinary Resolution 1 set out above as if subsection 1 of Section 89 of the Act did not apply to any such allotment provided that this power shall be limited to the allotment of equity securities up to an aggregate nominal amount of £1,543,000 and shall expire on the date which falls 5 years after the date hereof save that the Company may before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Board may allot equity securities in pursuance of such offer or agreement as if the power conferred hereby had not expired.
5. That the new Articles of Association (and for the purpose of identification signed by the Chairman) be and the same are hereby approved and adopted as the Articles of Association of the Company in substitution for and to the exclusion of the existing Articles of Association of the Company subsisting prior to the passing of this Resolution.

Dated this 22nd day of December 2005


A. E. P. Smith


J. C. P. Smith