

WRITTEN RESOLUTION

- of -

CP MEZZCO LIMITED



We, the undersigned, being the sole member of the above named Company for the time being entitled to attend and vote at general meetings, hereby unanimously pass the following resolutions as *Written Resolutions of the Company pursuant to Section 381A of the Companies Act 1985*, as amended and agree that such resolutions shall be valid and effective for all purposes as if the same had been passed at a general meeting of the Company duly convened and held:

ORDINARY RESOLUTIONS

- 1 THAT the Securities Exchange Agreement proposed to be entered into between the Company and a director of the Company, a copy of which is attached to these Written Resolutions and initialled by the Chairman be approved for the purposes of Section 320 of the Act.
- 2 THAT the Company's authorised share capital be increased from £100 to £40,000,000 by the creation of 39,999,900 new ordinary shares of £1.00 each, having the rights, privileges and restrictions attached by the Articles of Association of the Company as proposed to be adopted pursuant to the special resolution numbered 4 below.
- 3 THAT pursuant to the provisions of Section 80 of the Companies Act 1985, the Directors are generally and unconditionally authorised to exercise all the powers of the Company to allot relevant securities as defined by such section provided that:
 - 3.1 the maximum amount of such securities which may be allotted under this authority (within the meaning of that section) is £40,000,000; and
 - 3.2 this authority shall, unless it is (prior to expiry) duly revoked or varied or is renewed, expire on the fifth anniversary of the date hereof, save that the Company may, before such expiry, make an offer or agreement which will or may require relevant securities to be allotted after such expiry.

SPECIAL RESOLUTIONS

- 4 THAT the regulations contained in the printed document attached to this resolution be and are hereby adopted as the Articles of Association of the Company in substitution for and to the exclusion of the existing Articles of the Company.
- 5 THAT pursuant to the provisions of Section 95 of the Companies Act 1985, the Directors are empowered to allot equity securities (as defined in Section 94 of that Act) pursuant to the general authority given to them for the purposes of Section 80 of that Act by the ordinary resolution numbered 3 above as if Section 89(1) of that Act did not apply to any such allotment, and the Company may make an offer or agreement which will or may require equity securities to be allotted after the expiry of the power granted by this resolution.

SIGNED by or on behalf of **CP EQUITYCO LIMITED:**

Date: 17 JANUARY 2006

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A handwritten signature in black ink, consisting of several overlapping loops and a long vertical stroke, positioned over the dotted line.

BRIDGWOOD SECRETARIES LIMITED
1 SILK STREET
LONDON
EC2Y 8HQ