

Company No. 5647630

THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES
WRITTEN RESOLUTION

-of-

BRIDGEMERE UK LIMITED



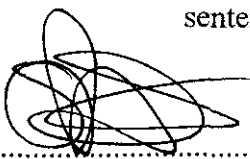
By written resolution of the Company dated ^{8th} ~~28~~ February 2006 the following resolution was duly passed as a special resolution of the Company.

WE being the undersigned, being all of the members of Bridgemere UK Limited (Company) who (at the date of these resolutions) would be regarded for the purpose of section 381A of the Companies Act 1985 as entitled to attend and vote at any general meeting of the Company (Members) and in accordance with schedule 15A of the Companies Act 1985, to the effect that the following written resolution (which would otherwise be required to be passed as special resolutions) be passed:

SPECIAL RESOLUTIONS

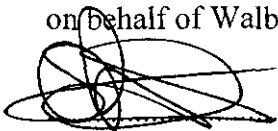
1. That the Company be re-registered as a public company under the Companies Act 1985 by the name of 'BRIDGEMERE UK PLC'.
2. That the memorandum of association of the Company be amended by:
 - 2.1 Deletion of clause 1 and substitution for it:
"1. The Company's name is BRIDGEMERE UK PLC."
 - 2.2 Insertion of the following new clause 2:
"2. The Company is to be a public company".
 - 2.3 By renumbering clauses 2 to 5 as 3 to 6 accordingly.
3. That the articles of association of the Company be amended by:
 - 3.1 Deletion of article 2 and the substitution of it with "The Company is a public company within the meaning of Section 1 of the Act".

- 3.2 Deletion of article 3.2 and substitution of it with "Regulation 3 of Table A shall not apply to the company. Subject to the provisions of the Act and without prejudice to sub-article 3.3 any shares may be issued which are to be redeemed or are liable to be redeemed at the option of the company or the holder of such shares on such terms and in such manner as may be provided by the Articles or as the company may by resolution determine and the company may purchase any of its shares (including any redeemable shares)".
- 3.3 Deletion of article 5 and the renumbering of articles 6 to 19 as 5 to 18 accordingly.
- 3.4 Deletion of the word "one" at the end of the second sentence of article 8 and the deletion of the third and fourth sentence of article 8.
- 3.5 Deletion of the words "for life" in the second sentence of article 11.2 and their substitution of it with "until he reaches the age of 70".
- 3.6 Deletion of article 12.2.
- 3.7 Deletion of the words "except when one director only in the office, when it shall be one" in the first sentence of article 15.1 and the deletion of the last sentence of article 15.1.



W. Kocel

on behalf of Walbrook Nominees (No 5) Limited



W. Kocel

on behalf of Bridgemere Estates Limited