

Par Freight Services Limited

Company No:
05669782

The Companies Acts 1985 and 1989

We, the undersigned, being all the Members for the time being of the above-named Company entitled to receive notice of and to attend and vote at General Meetings hereby pass the following first and second Resolutions as Ordinary Resolutions and the following third Resolution as a Special Resolution and agree that the said Resolutions pursuant to section 381A of the Companies Act 1985 as amended by the Companies Act 1989, shall for all purposes be as valid and effective as if the same had been passed at a General Meeting of the Company duly convened and held.

Resolutions

1. *"That the capital of the Company be increased from £1,000 to £2,000 by the creation of 1,000 Ordinary-A shares of £1.00 each. The Ordinary-A shares have the rights and restrictions as set out in the amended Articles of Association of the Company."*
2. *"That the directors be and they are hereby generally and unconditionally authorised pursuant to section 80 of the Companies Act 1985 to exercise any power of the Company to allot and grant rights to subscribe for or to convert securities into shares of the Company up to a maximum nominal amount equal to the nominal amount of the authorised but unissued share capital at the date of the passing of this resolution. Provided that the authority hereby given shall expire 5 years after the passing of this resolution unless previously renewed or varied save that the directors may, notwithstanding such expiry, allot any shares or grant any such rights under this authority in pursuance of an offer or agreement so to do made by the Company before the expiry of this authority."*
3. *"That the Articles of Association of the Company be amended by inserting therein the attached revised Article 5 as Article 5 which, for the purpose of identification, has been initialled by the Chairman."*

Dated: 12 April 2006

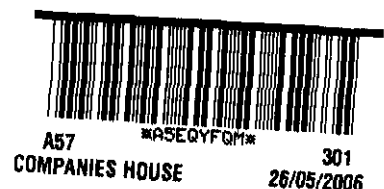
The Members:

£1.00 Ordinary shareholders:

Ian Gary Grimes

Lawrence Anthony Horner

Brian Samuel Anthony Reeve



Par Freight Services Limited

Company no.: - 05669782

Amended Article on 12 April 2006

Following the increase in nominal capital on 12 April 2006 by the creation of a new share category and re-designation of a proportion of the currently issued share capital, Article number 5 has been amended as follows: -

5. The share Capital of the Company is £3,000 divided into 1,000 ordinary shares of £1 each, 1,000 ordinary-A shares of £1 each and 1,000 ordinary-B shares of £1 each, with the power to increase or divide the shares in the capital of the Company for the time being into different classes having such rights, privileges and restrictions as to voting or otherwise as the Articles of Association may from time to time prescribe.

L. H.