

**THE COMPANIES ACTS 1985 TO 1989**  
**PRIVATE COMPANY LIMITED BY SHARES**

**COPY RESOLUTION**

of

**BRITANNIC LAS INVESTMENT MANAGEMENT LIMITED (the "Company")**

**(Registered in Scotland under company number SC086806)**

**dated 22 August 2001**

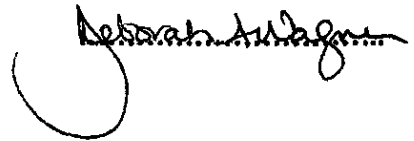
Pursuant to a Written Resolution of the Company under section 381A of the Companies Act 1985 passed on 22 August 2001, the following resolutions were duly passed as Special Resolutions:-

- 1 That the name of the Company be changed to Britannic GP Limited.
- 2 That the principal objects clause of the Memorandum of Association be amended by deleting paragraphs (1) to (4) of Clause III and substituting the following, with the necessary consequential changes to the paragraph numbering in the remainder of Clause III as follows:
  - " (1) To carry on the business, in all its branches and in any part of the world, of investment company and holding and/or parent company and for that purpose (but without prejudice to the generality of the foregoing) to acquire and hold, either in the name of the Company or in that of any nominee, shares, stock, debentures, debenture stock, bonds, notes, warrants, units, participations and any other obligations and securities (including bearer securities) whatsoever issued or guaranteed by any company or other body of persons, mutual fund, unit or other trust, partnership, consortium or other entity or undertaking wherever the same may be resident, incorporated or carrying on business and any obligations and securities (including bearer securities) whatsoever issued or guaranteed by any government, sovereign ruler, commissioners, public body or authority, supreme, dependent, municipal, local or otherwise in any part of the world and including in particular but without prejudice to the foregoing generality, to participate as a partner in any partnership.
  - (2) To acquire any such shares, stock, debentures, debenture stock, bonds, notes, warrants, units, participations, obligations and securities aforesaid by original subscription, contract, tender, purchase, exchange, underwriting, or by participation in syndicates or by the acquisition of options, traded options, warrants to acquire, conversion rights or other rights in respect



thereof, or otherwise, and to acquire the same whether or not fully paid up, and to subscribe for the same subject to such terms and conditions (if any) as may be thought fit, and to guarantee the subscription thereof, and to issue or acquire options of any description whether over property or not, including options traded on any option or stock exchange, financial futures, contracts of any kind and foreign currency of all descriptions, and to sell, dispose of, exchange or otherwise turn to account any of the same, and to vary the investments of the Company.

- (3) To exercise and enforce all rights and powers conferred by or incumbent to the ownership of any such property or rights as are specified aforesaid and to take part in the formation, arrangement, supervision or control of the business or operations of any company, trust, fund or other entity or undertaking in which the Company is or is to be interested upon such terms as may be thought fit and for that purpose to provide managerial and other executive, supervisory and consultancy services and to appoint and remunerate any directors, accountants or other experts or agents."

A handwritten signature in black ink, appearing to read "Deborah A. Sullivan", with a large, loopy flourish underneath.