

**NEWCO (609) LIMITED**

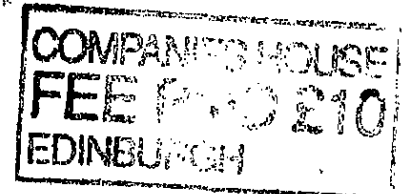
**Registered No. SC203094**

**THE COMPANIES ACTS 1985 AND 1989**

**COMPANY LIMITED BY SHARES**

**RESOLUTIONS**

(Passed 16 FEBRUARY 2000)



At an Extraordinary General Meeting of NEWCO (609) LIMITED, duly convened and held at 39 Castle Street, Edinburgh on 16 FEBRUARY 2000, the following Resolutions were passed:

**ORDINARY RESOLUTIONS**

1. THAT the authorised share capital of the Company be increased to £100,000 by the creation of 99,000 Ordinary shares of £1 each ranking pari passu in all respects with the 1000 Ordinary shares of £1 each which currently form the authorised share capital of the Company.
2. THAT pursuant to Section 80 of the Companies Act 1985, the Directors of the Company be generally and unconditionally authorised to issue and allot the unissued share capital of the Company from time to time to such persons, at such times and on such conditions as the Directors may determine during the period of five years from the date this authority is given.

**SPECIAL RESOLUTION**

3. THAT the name of the Company be changed to "Elephants Enterprises Limited".

FOR AND ON BEHALF OF  
MBM BOARD NOMINEES LIMITED

Director

