

The Companies Acts 1985 and 1989

Resolution In Writing of the Sole Member

of

Lothian Fifty (935) Limited

Registered in Scotland, Number: 2239664

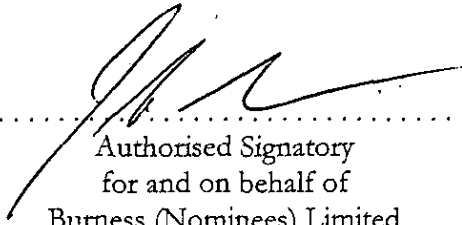
Dated: 11 December 2002

We, Burness (Nominees) Limited, being the sole member of the above company and having the right to attend and vote at a general meeting of the company hereby resolve:

1. That the name of the company be changed to "HGP5 LIMITED".
2. That the regulations in the document marked A be adopted as new Articles of Association of the company in place of and to the exclusion of all other Articles of Association.
3. That the Memorandum of Association of the company be amended by the deletion of the existing Clause III sub-clause 1 (a) and that the attached be adopted as a new Clause III sub-clause 1 (a).

It was further resolved that the following be passed as elective resolutions:

- a. That the company hereby elects pursuant to Section 252 of the Companies Act 1985 to dispense with the laying of accounts and reports before the company in general meetings.
- b. That the company hereby elects pursuant to section 366A of the Companies Act 1985 to dispense with the holding of Annual General Meetings.
- c. That the company hereby elects pursuant to Section 386 of the Companies Act 1985 to dispense with the obligation to appoint auditors annually and that while this election remains in force the remuneration of the auditors be fixed by the directors.


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Authorised Signatory
for and on behalf of
Burness (Nominees) Limited
Sole Member



OBJECTS CLAUSE

"To carry on business as a general partner of one or more limited partnerships and as manager or operator of limited partnerships and other collective investment schemes within the meaning of the Financial Services and Markets Act 2000 and to invest or deal in securities and other investments (whether for its own account or as manager or investment or financial adviser or sponsor), to or for any such limited partnership or other collective investment scheme and as such general partner, manager, operator, investor, dealer or sponsor to, or to offer or agree to subscribe for, underwrite, purchase or otherwise acquire and hold or sell, exercise rights or otherwise dispose of or place or make any other offer of or invitation to apply for (or offer of or invitation to apply for underwriting participation in) and to invest or deal or arrange investments and dealings in (whether as principal or agent), shares, stocks, bonds, certificates or deposit, commercial paper and other debentures, warrants, units or other participation's in limited partnerships or other collective investment schemes, commodities, financial or commodity futures, currencies, options, rights, obligations and all other securities or financial investments of any nature whatsoever or any right or interest therein (whether or not investments within the meaning of the Financial Services and Markets Act 2000) and to establish and wind-up limited partnerships and other collective investment schemes."