

The Companies Act 1985

Private Company Limited by Shares



Written Resolutions of BRAEHEAD PARK LIMITED

The following resolutions were passed as written resolutions of the Company on 6TH December 2000 in accordance with the Articles of Association of the Company.

Elective Resolutions

- 1 THAT, in accordance with Section 366A and 379A of the Companies Act 1985 (as amended), the Company hereby elects to dispense with the holding of annual general meetings for the year 2000 and subsequent years.
- 2 THAT, in accordance with Sections 379A and 252 of the Companies Act 1985 (as amended) ("the Act"), the Company hereby elects in respect of the financial period ending 31 December 2001 and subsequent financial years to dispense with the obligation in Section 241 of the Act to lay accounts and reports before the Company in general meeting.
- 3 THAT, in accordance with Sections 379A and 386 of the Companies Act 1985 (as amended) ("the Act"), the Company hereby elects in respect of the financial period ending 31 December 2001 and subsequent financial years to dispense with the obligation under Section 384 of the Act to appoint auditors annually.
- 4 THAT, the provisions of Section 80A of the Act shall apply, instead of the provisions of Section 80(4) and (5) of the Act, in relation to the giving or renewal, after the passing of this resolution, of an authority under the said Section 80.

Ordinary Resolution

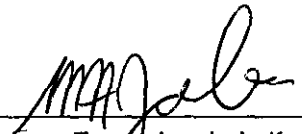
- 5 THAT:-
 - 5.1 the Directors be generally and unconditionally authorised pursuant to and in accordance with Section 80 and 80A of the Companies Act 1985 (as amended) to exercise for an indefinite period all the powers of the Company to allot relevant securities up to the aggregate nominal amount of £99; and
 - 5.2 words and expressions defined in or for the purposes of the said Section 80 shall bear the same meanings in this Resolution

Special Resolutions

- 6 THAT the Memorandum of Association of the Company with respect to its objects be altered by deleting sub-clause 3.1 thereof and by substituting therefor sub-clause 3.1 contained in the print of the Memorandum of Association which, for the purpose of identification, is signed on behalf of the Subscriber to the Memorandum of Association of the Company.

- 7 THAT the Articles of Association of the Company be and are hereby altered by deleting the existing sub-clause 3.2 and re-numbering sub-clauses 3.3 and 3.4 as 3.2 and 3.3 respectively.

"FOR INFORMATION ONLY"
— THIS RESOLUTION PASSED SEPARATELY —



For and on behalf of
Hackwood Secretaries Limited

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