

Company No. 1218707

The Companies Acts 1985 and 1989

PRIVATE COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

TOM CAXTON LIMITED

Passed: 10 April 1995

The following resolution in writing signed by the authorised representative of the sole member of the Company on the above-mentioned date pursuant to Section 381A and Schedule 15A Paragraph 2(1) of the Companies Act 1985, shall be passed as a **SPECIAL RESOLUTION** and 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.

RESOLUTION

That the Articles of Association of the Company be amended as follows -

- (i) Regulations 54 to 61 inclusive in Part I and Regulation 4 in Part II of Table A in the First Schedule to the Companies Act 1948 shall not apply to the Company and Article I shall be modified accordingly.
- (ii) By deleting Articles 7, 8 and 9 and inserting the following new Article 7 -

SINGLE MEMBER COMPANY

7 If and so long as the Company has a sole member the following provisions shall apply -

- (A) The Sole member of the Company (or proxy or representative as applicable) shall be the Chairman of General of General Meetings.
- (B) If the Sole member of the Company makes a decision which may be taken by the Company in General Meeting and which as effect as if agreed by General Meeting he must, unless the decision is made by written resolution, provide the Company with a written record of that decision.
- (C) If at any time the membership of the Company is increased from one the Secretary shall record the fact in the Company's Register of Members with the name and address of the person who was formerly the sole member.

..... *Richard T Mitchell* RT Mitchell
Authorised Representative for Edme Limited

