

Company No: 0744679

THE COMPANIES ACTS 1985 AND 1989

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

of

SURRIDGE DAWSON LIMITED (the "Company")

We, being the members of the Company who at the date of these resolutions are entitled to attend and vote at general meetings of the Company, hereby unanimously RESOLVE that the following resolutions be passed as written resolutions having effect as special resolutions of the Company in accordance with section 381A and 381B Companies Act 1985 (as amended) and agree that the said resolutions shall 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:-

SPECIAL RESOLUTIONS

1. **THAT** the Articles of Association of the Company be amended by insertion of a new Article to be numbered 34 in the following terms and all the following articles to be renumbered accordingly:

"34 Notwithstanding anything contained in these Articles, the Directors shall not decline to register any transfer of share, nor may they suspend registration thereof where such transfer:

(a) is to any bank or institution to which such shares have been charged by way of security; or to any nominee of such a bank or institution (a "Secured Institution"), or

(b) is delivered to the Company for registration by a Secured Institution or its nominees in order to perfect its security over the shares, or

(c) is executed by a Secured Institution or its nominee pursuant to the power of sale or other power under such security,

and furthermore notwithstanding anything to the contrary contained in these Articles no transferor of any share in the Company or proposed transferor of such shares to a Secured Institution or its nominee and no Secured Institution or its nominee shall be required to offer the shares which are or are to be the subject of any transfer aforesaid to the shareholders for the time being of the Company or any of them, and no such shareholder shall have any right under the Articles or otherwise howsoever to require such shares to be transferred to them whether for consideration or not."


signed by Dawson Holdings Wholesale Limited

Dated: 9 December 2004

