

No 1073929

VIRGIN ENTERPRISES LIMITED
(the "Company")

**Written resolution of the Company pursuant to
section 281 and Chapter 2 of Part 13 of the Companies Act 2006**

The following resolution was adopted by the Company on 28 August 2008 by way of written resolution in accordance with Chapter 2 of Part 13 Companies Act 2006

SPECIAL RESOLUTION

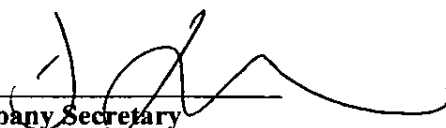
THAT the Articles of Association of the Company be altered as follows -

- 1 by renumbering Article 3 as Article 3 1, and
 - 2 by inserting a new Article 3 2 as follows
- "3 2 Notwithstanding anything to the contrary contained in these Articles, the Directors shall not refuse or decline to register any transfer of any share, whether or not fully paid, nor may they suspend such registration, where such transfer -
- (i) is to any Secured Party, or
 - (ii) is delivered to the Company for registration by a Secured Party in order to perfect its security over such share, or
 - (iii) is executed by a Secured Party pursuant to the power of sale or other powers conferred by or pursuant to that Secured Party's security or by law

and furthermore notwithstanding anything to the contrary contained in these Articles no transferor of any shares in the Company or proposed transferor of such shares to a Secured Party and no Secured Party shall be required to offer any share which is or is to be the subject of any such aforementioned transfer to the shareholders for the time being of the Company or any of them, and no 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

For the purposes of this Article, "Secured Party" means any bank or financial institution to which a security interest has been granted over any shares in the Company by a member by way of security, or any nominee, receiver or other entity acting on its behalf"

Certified to be a true copy



Company Secretary

Date 8 September 2008

TUESDAY



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COMPANIES HOUSE