Company No. 1211050

THE COMPANIES ACTS 1985 AND 1989

PRIVATE COMPANY LIMITED BY SHARES

RESOLUTIONS IN WRITING

of

TRITON LIMITED
(the "Company")

We, Norcros Limited and Norcros Securities Limited, being all the members of the Company who at the date of these resolutions are entitled to attend and vote at a general meeting of the Company, RESOLVE, in accordance with section 381A of the Companies Act 1985, AS FOLLOWS:

RESOLUTIONS IN WRITING

1. THAT, pursuant to section 43(1)(a) of the Companies Act 1985 (the "**Act**"), the Company be re-registered as a public company.

2. THAT the name of the Company be changed to TRITON PLC.

3. THAT, pursuant to sections 43(2)(a) and (b) of the Act, the memorandum of association of the Company be altered by the deletion of clauses 1 and 2 and the replacement thereof with new clauses 1 and 2 as follows:

   "1. The name of the Company is Triton Plc.

   2. The Company is to be a Public Company."

   and the deletion of clauses 11, 12 and 13 and the renumbering of the subsequent clauses accordingly.

4. THAT, pursuant to section 43(c) of the Act, the articles of association of the Company be and are hereby altered by the adoption of new articles in the form attached in substitution for the existing articles of association of the Company.

SIGNATURE: _____
for and on behalf of **Norcros Limited**

DATE: 01/06/2006

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EDX 599
COMPANIES HOUSE 13 16/06

SIGNATURE: _____

for and on behalf of **Norcros Securities Limited**

DATE: 01/06/2006