



Company No: 2058980

**SPECIAL RESOLUTION OF
Dartlake Limited (the 'Company')**

Dated

15 April

2005

RESOLUTION:

That the Company's Articles of Association be amended as follows:

Article 2 to be deleted and replaced by the following Article:

"2.1 The authorised share capital of the Company at the date of adoption of these Articles is £50,000 divided into 25,000 ordinary shares of £1 each and 25,000 redeemable preference shares of £1 each having the rights set out in Articles 2.2 to 2.4 below.

2.2 The Redeemable Shares shall confer on their holders the following rights:

2.2.1 as to income, the right to a fixed preferential dividend at the rate of 8% per year on the capital for the time being paid up or credited as paid up on the shares, to be paid, to the extent that there are profits available for distribution, quarterly on the last business day of each quarter in each year in respect of the twelve months ending on that date;

2.2.2 as to capital, the right, on a winding-up or other return of capital, to repayment, in priority to any payment to the holders of any other shares in the capital of the Company, of:

- (i) the amounts paid up on the Redeemable Shares held by them; and
- (ii) any arrears or accruals of the fixed dividend on the Redeemable Shares held by them, whether or not declared or earned, calculated to the date of such repayment;

2.2.3 as to voting, the right to receive notice of, to be present at and to vote, either in person or by proxy, at any general meeting of the Company or by way of written resolution if:

- (i) at the date of the notice or requisition to convene the meeting the fixed preferential dividend is in arrears for more than 3 months after any date fixed for payment of it; or
- (ii) the meeting is convened to consider the purchase by the Company of any of its own shares, or a reduction of the capital of the Company.

2.3 The Redeemable Shares shall, subject to the provisions of the Companies Act 1985 Part V Chapter VII be redeemed upon and subject to the following terms and conditions:

2.3.1 The Company shall have the right, at any time after the fifth anniversary of the date of the allotment of any of the Redeemable Shares to redeem that share at par; but in any event shall redeem on 5 January 2015 at par all of the Redeemable Shares outstanding on that date; and if, in accordance with the Companies Act 1985 Part V Chapter VII any of the Redeemable Shares are not capable of being redeemed by the Company on that date, the redemption shall be effected as soon as is possible after the Redeemable Shares become capable of being redeemed.

- 2.3.2 Not less than one month's notice of the intention of the Company to redeem shall be given to the holders of the Redeemable Shares to be redeemed. The notice shall be in writing and shall fix the time and place for the redemption. At the time and place fixed, the registered holders of the Redeemable Shares to be redeemed must deliver the relative certificates up to the Company for cancellation and the Company shall pay to them the redemption money in respect of the Redeemable Shares together with any arrears or accruals of the preferential dividend (whether or not earned or declared) calculated to the date fixed for payment.
- 2.3.3 At the time fixed for redemption of any of the Redeemable Shares dividends shall cease to accrue on those shares except for any share in respect of which, on due presentation of the certificate or certificates (or an indemnity in respect of it or them in a form reasonably satisfactory to the Company), payment due at redemption was refused.
- 2.3.4 If any holder of the Redeemable Shares fails or refuses to surrender the certificate or certificates for those shares, or fails or refuses to accept the redemption money payable in respect of them, the redemption money shall be retained and held by the Company on trust for the holder but without interest or further obligation whatever.
- 2.3.5 No redeemable shares shall be redeemed otherwise than out of distributable profits or the proceeds of a fresh issue of shares made for the purposes of the redemption, or out of capital to the extent permitted by the Companies Act 1985.
- 2.3.6 No redeemable shares redeemed by the Company shall be capable of re-issue and on redemption of any Redeemable Shares the directors may convert the authorised share capital created as a consequence of the

redemption into shares of any other class of share capital into which the authorised share capital of the Company is or may at that time be divided of a like nominal amount (as nearly as may be) as the shares of that class then in issue or into unclassified shares of the same nominal amount as the Redeemable Shares.

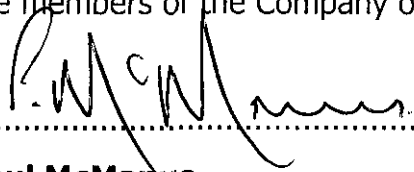
2.4 The Ordinary Shares in issue from time to time shall confer on the holder thereof :

2.4.1 the right to receive such percentage of the profits of the Company available for the purpose as the directors may from time to time determineto be distributed by way of dividend; and

2.4.2 on a return of capital on liquidation or otherwise:

- (i) the right to repayment of the capital paid up or credited as paid up on such Ordinary Shares; and
- (ii) the right to receive such proportion of the surplus assets of the Company remaining after payment of its liabilities, according to the amounts paid up or credited as paid up on such Ordinary Shares; and
- (iii) entitle the holders thereof to receive notice of and attend and vote at all general meetings of the Company; each such holder present in person or by proxy being entitled to vote shall on a show of hands be entitled to one vote and on a poll to one vote for each Ordinary Share of which he is a holder."

I, Paul McManus, Company Secretary confirm that the above resolution was passed by the members of the Company on 6 January 1994.


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Paul McManus