

No.2207091

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

RESOLUTIONS
of
ALLEN & GINTER (UK) LIMITED

Passed 15 February 2005

At an Extraordinary General Meeting of the Company, duly convened and held on Tuesday 15th February 2005, the following Resolution was duly passed as a Special Resolution:

SPECIAL RESOLUTION

THAT:

- a. the authorised share capital of the Company be increased from £100 to £2,000 by the creation of an additional 1,900 ordinary shares of £1 each;
- b. the Directors be and they are hereby generally and unconditionally authorised in accordance with section 80 of the Companies Act 1985 (the "Act") to exercise all the powers of the Company to allot relevant securities up to an aggregate nominal amount of £1,900 for a period of 5 years from the date of passing of this Resolution but so that this authority shall allow the Company to make offers or agreements before the expiry of this authority which would or might require relevant securities to be allotted after such expiry;
- c. all previous authorities given by the Company in General Meeting pursuant to section 80 of the Act be and they are hereby revoked provided that such revocation shall not have retrospective effect; and
- d. words and expressions defined in or for the purposes of Part IV of the Act shall bear the same meanings as in this Resolution.



.....
Chairman of the Meeting



A49 *A61GW2UL* 0691
COMPANIES HOUSE 17/02/05