

Company Number: 2698931

**THE COMPANIES ACTS 1985 AND 1989**

---

**COMPANY LIMITED BY SHARES**

---

**WRITTEN RESOLUTIONS**

**OF**

**BAYFORDBURY HOLDINGS PLC ("the Company")**


**Passed 14 January 2004**


Pursuant to Article 9.23 of the Company's Articles of Association, we, the undersigned, being all the members entitled to attend and vote at any general meeting of the Company in respect of the resolutions set out below, HEREBY AGREE that the following resolutions of the Company be passed:-


1. **THAT** subject to and with effect from the date on which the Registrar of Companies issues an altered certificate of incorporation the name of the Company be changed to Bayfordbury Holdings Limited.
2. **THAT** the Company be re-registered with the Registrar of Companies as a private limited company.
3. **THAT** the regulations contained in the document attached to these resolutions and marked, for the purpose of identification, "Exhibit "A"", be adopted as the articles of association of the Company in substitution for the regulations contained or incorporated in the present articles of association of the Company.
4. **THAT** the regulations contained in the document attached to these resolutions and marked, for the purpose of identification, "Exhibit "B"", be adopted as the memorandum of association of the Company in substitution for the regulations




contained or incorporated in the present memorandum of association of the Company.

  
.....  
**James Barham**


  
.....  
**Christine Barham**

  
.....  
**Christine Barham and Geoffrey Walters** as Attorney for Leonard Green  
as Trustees of the J.A. Barham Grandchildren's Trust


*Leonard Walters Green  
by his attorney  
Geoffrey Walters*

  
.....  
**Christine Barham and Geoffrey Walters** as Attorney for Leonard Green  
as Trustees of the J.A. Barham Settlement for Mrs J Nordigian

*Leonard Walters Green  
by his attorney  
Geoffrey Walters*

  
.....  
**Christine Barham and Geoffrey Walters** as Attorney for Leonard Green  
as Trustees of the J.A. Barham Settlement for Mr Anthony Barham

*Leonard Walters Green  
by his attorney, Geoffrey Walters*

  
.....  
**Christine Barham and Geoffrey Walters** as Attorney for Leonard Green  
as Trustees of the J.A. Barham Settlement for Mr Paul Barham

*Leonard Walters Green  
by his attorney  
Geoffrey Walters*