

Company No. 2983302

THE COMPANIES ACTS 1985 AND 1989

PRIVATE COMPANY LIMITED BY SHARES



SPECIAL RESOLUTION

of

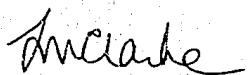
AMBERFLAME PLC

At an extraordinary general meeting of the Company held at 200 Aldersgate Street, London EC1A 4JJ  
on <sup>28</sup>~~29~~ November 1994 the following resolution was passed as a special resolution.

inc 28

SPECIAL RESOLUTION

THAT the name of the Company be changed to Tarquin plc



CHAIRMAN

LEAW0054.47

NW054099  
cl.

*Certified True  
Copy*

AMBERFLAME PLC

WRITTEN RESOLUTIONS OF THE BOARD OF DIRECTORS *Clifford  
Chance*

REGISTERED OFFICE

1. **IT IS RESOLVED** that the registered office of the Company be changed to 117 Fenchurch Street, London EC3M 5AL.

AUDITORS

2. **IT IS RESOLVED** that Coopers and Lybrand be appointed auditors of the Company at a remuneration to be agreed.

ACCOUNTING REFERENCE DATE

3. **IT IS RESOLVED** that 31 December in every year be the Company's accounting reference date for the purposes of section 224 of the Companies Act 1985.

BANKERS

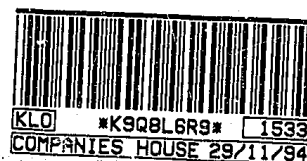
4. **IT IS RESOLVED** that The Chase Manhattan Bank, N.A. London be appointed bankers to the Company and that the Bank's standard resolutions in the form annexed to these minutes and for identification signed by the chairman be passed and that the secretary be instructed to deliver to the Bank a certified copy of the resolution together with a specimen signature form and any other documents required by the Bank.

SUBSCRIBERS' SHARES

5. **IT IS RESOLVED** that each of Legibus Nominees Limited and Legibus Secretaries Limited, being the subscribers of the Company's memorandum, be entered in the register of members as the holder of the share for which it agreed to subscribe and that, on the adoption of the Company's seal becoming effective, share certificates be sealed and issued to the subscribers.

EXTRAORDINARY GENERAL MEETING

6. **IT IS RESOLVED** that an extraordinary general meeting of the Company be convened for the purpose of considering and, if thought fit, passing resolutions to change the name of the Company to Tarquin plc;



7. **IT IS RESOLVED** that:

- (a) the attached notice convening an extraordinary general meeting for these purposes be approved;
- (b) the secretary be directed to issue the notice immediately to the persons entitled to receive it; and
- (c) subject to the necessary consents being obtained, the meeting be held immediately.

**COMMON SEAL**

8. **IT IS RESOLVED** that, subject to the special resolution to change the name of the Company proposed at the extraordinary general meeting of the Company to be held today being passed, the seal, an impression of which appears in the margin, be adopted as the common seal of the Company with effect from the date of issue by the Registrar of Companies of a certificate of incorporation on change of name pursuant to the resolution to change the name of the Company to be passed at the extraordinary general meeting held today.

**TRANSFER OF SUBSCRIBERS' SHARES**

9. **IT IS RESOLVED** that, with effect from the end of the extraordinary general meeting to be held today:
- (a) the following transfers of each of the subscribers' shares be approved:

Transferor	Transferee	Share transferred
Legibus Nominees Limited	J Charman	One share of £1
Legibus Secretaries Limited	J Lloyd	One share of £1

- (b) the register of transfers be completed, each of the transferees be entered in the register of members as the holder of the relevant share and, on adoption of the Company's seal becoming effective, share certificates be sealed and issued to the transferees.

#### REPLACEMENT OF DIRECTORS AND SECRETARY

10. IT IS RESOLVED that, with effect from the end of the extraordinary general meeting of the Company to be held today:

- (a) letters having been received from each of Martin Edgar Richards and Peter John Charlton resigning from the office of director and from Legibus Secretaries Limited resigning from the office of secretary, the resignations of Martin Edgar Richards and Peter John Charlton as directors and Legibus Secretaries Limited as secretary be accepted with effect from the coming into effect of these resolutions and recorded in the books of the Company;
- (b) R. Spass, S. Gruber, J. Charman, J. Lloyd, M. Williamson and P. Warren, having consented in writing to act, be appointed directors of the Company;
- (c) J. Lloyd, having consented in writing to act, be appointed secretary of the Company; and
- (d) these appointments be recorded in the books of the Company.

#### FILING OF DOCUMENTS

11. IT IS RESOLVED that, subject to the resolutions set out in the notice of meeting being passed at the extraordinary general meeting to be held today, the following documents be filed with the Registrar of Companies:

- (a) notice of change in situation of registered office (form 287);

- (b) notice of accounting reference date (form 224);
- (c) a copy of the special resolution passed at the extraordinary general meeting held today together with a cheque for £200 being the fee for the proposed change in the name of the Company;

Signed Julia Clarke

Julia Clarke as alternate for M.E. Richards

Date 28/11/94

Signed Peter Brooks

Peter Brooks as alternate for P.J. Charlton

Date 28-11-94

CONSENT TO SHORT NOTICE

Certified  
True  
Copy  
Clifford  
Chance

To: The Directors  
Amberflame Plc

We, the undersigned, being all the members having a right to attend and vote at the extraordinary general meeting of the Company convened by the attached notice and together holding all the shares giving the right to attend and vote at the meeting, agree to the convening of the meeting for the date and for the purposes stated in the notice and to the proposing of the resolution specified in the notice as a special resolution although less than the period of notice required by the Companies Act 1985 and the articles of association of the Company has been given.

Date 28/11/04

Signed Am Clarke  
for and on behalf of  
Legibus Nominees Limited

Signed Am Brown  
for and on behalf of  
Legibus Secretaries Limited

AMBERFLAME PLC

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an EXTRAORDINARY GENERAL MEETING of the Company will be held at 200 Aldersgate Street, London EC1A 4JJ on 28 November 1994 at 10.45 a.m. for the purpose of considering and, if thought fit, passing the following resolution which will be proposed as a special resolution.

SPECIAL RESOLUTION

1. THAT the name of the Company be changed to Tarquin <sup>plc</sup> Plc.

BY ORDER OF THE BOARD

*McClatchie*

SECRETARY/DIRECTOR

Date: 28/11/94

Registered office:

200 Aldersgate Street  
London EC1A 4JJ

NOTE

A member entitled to attend and vote at the meeting is also entitled to appoint one or more proxies to attend and, on a poll, vote instead of him. The proxy need not be a member of the Company.

AMBERFLAME PLC

MINUTES OF AN EXTRAORDINARY GENERAL MEETING  
HELD AT 200 ALDERSGATE STREET, LONDON, EC1A 4JJ  
ON ~~30~~<sup>28</sup> NOVEMBER 1994

*Certified  
True  
Copy  
Clifford  
Chance*

**PRESENT:** Julia Clarke for Legibus Nominees Limited  
Peter Brooks for Legibus Secretaries Limited

**IN ATTENDANCE:**

1. Julia Clarke was appointed chairman of the meeting.
2. The chairman announced that consent to the meeting being held at short notice had been given by the requisite majority of members entitled to attend and vote at the meeting and that a quorum was present.
3. It was unanimously agreed that the notice convening the meeting be taken as read.
4. The chairman proposed the special resolution set out in the notice. The resolution was put to the meeting and carried unanimously on a show of hands.
5. There being no other business, the chairman declared the meeting closed.

  
CHAIRMAN