

ELLIOTT ADVISORS (UK) LIMITED

(Company Registration No: 2989338)
(the 'Company')

The Companies Act 1985 (as amended by the Companies Act 1989)
Private Company Limited by Shares

WRITTEN RESOLUTION OF THE DIRECTORS IN ACCORDANCE WITH REGULATION 93 OF TABLE A

1 Increase of Authorised Share Capital

- 1.1 It was noted that the Company wished to increase its authorised share capital to £100,000 by the creation of an additional 80,000 ordinary shares of £1.00 each.
- 1.2 IT IS HEREBY RESOLVED that a written resolution of the shareholders be placed before the shareholders in order to approve the increase of the authorised share capital of the Company to £100,000 by the creation of an additional 80,000 ordinary shares of £1.00 each.

2 Authorisation under section 80 and disapplication of section 89

IT IS HEREBY RESOLVED that written resolutions of the shareholders be placed before the shareholders stating that:

- 2.1 the Directors be generally and unconditionally authorised pursuant to section 80 of the *Companies Act 1985* ("the Act") to exercise all the powers of the Company to allot relevant securities (within the meaning of section 80 of the Act) up to an aggregate nominal amount of £80,000 upon such terms as they think fit such authority to expire 5 years after the date of the passing of this resolution or until otherwise revoked or varied by the Company in general meeting save that the Company may before such expiry make an offer or agreement which would or might require relevant securities to be allotted after such expiry and the Directors may allot relevant securities in pursuance of such an offer or agreement as if the authority conferred hereby had not expired; and
- 2.2 (subject to the passing of the foregoing resolution) pursuant to section 95 of the Act the provisions of section 89(1) of the Act shall not apply to the allotment of any equity securities (within the meaning of section 94 of the Act) in the Company pursuant to the authority granted by that resolution save that the Company may before the expiry of such authority make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of such offer or agreement as if the power conferred hereby had not expired.

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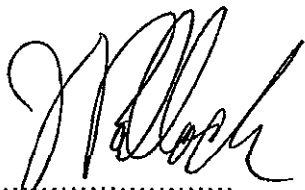
COMPANIES HOUSE

3 Adoption of New Articles of Association

IT IS HEREBY RESOLVED that a written resolution of the shareholders be placed before the shareholders adopting new articles of association of the Company.

4 Other business

Subject to the passing of the above-mentioned written resolutions of the shareholders the secretary is hereby instructed to file the necessary resolutions at Companies House.



.....
Jonathan Pollock

Date: December 27, 2006

.....
Paul Singer

Date:

.....
Myron Kaplan

Date:

3 Adoption of New Articles of Association

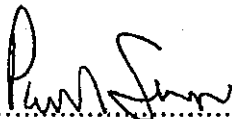
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Jonathan Pollock

Date:.....



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Paul Singer

Date: December 27, 2006

.....
Myron Kaplan

Date:.....

3 **Adoption of New Articles of Association**

IT IS HEREBY RESOLVED that a written resolution of the shareholders be placed before the shareholders adopting new articles of association of the Company.

4 **Other business**

Subject to the passing of the above-mentioned written resolutions of the shareholders the secretary is hereby instructed to file the necessary resolutions at Companies House.

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Jonathan Pollock

Date:.....

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Paul Singer

Date:.....


.....
Myron Kaplan

Date: December 27, 2006

ELLIOTT ADVISORS (UK) LIMITED

(Company Registration No: 2989338)
(the "Company")

The Companies Act 1985 (as amended by the Companies Act 1989)
Private Company Limited by Shares

WRITTEN RESOLUTIONS OF THE SHAREHOLDERS

Pursuant to Article 53 of Table A in the Schedule to the Companies (Tables A to F) Regulations 1985, we, the persons whose names and signatures appear below, being all the Shareholders of the Company entitled to attend and vote at any general meeting of the Company hereby resolve upon the following ordinary and special resolutions and agree that they shall be as valid and effectual as if passed as ordinary and special resolutions respectively at a general meeting of the Company duly convened and held.

WRITTEN RESOLUTIONS

ORDINARY RESOLUTIONS

- 1 THAT the authorised share capital of the Company be increased to £100,000 by the creation of an additional 80,000 ordinary shares of £1.00 each.
- 2 THAT the Directors hereby be generally and unconditionally authorised pursuant to section 80 of the *Companies Act 1985* ("the Act") to exercise all the powers of the Company to allot relevant securities (within the meaning of section 80 of the Act) up to an aggregate nominal amount of £80,000 and upon such terms as they think fit such authority to expire 5 years after the date of the passing of this resolution or until otherwise revoked or varied by the Company in general meeting save that the Company may before such expiry make an offer or agreement which would or might require relevant securities to be allotted after such expiry and the Directors may allot relevant securities in pursuance of such an offer or agreement as if the authority conferred hereby had not expired.

SPECIAL RESOLUTIONS

- 3 THAT, subject to the passing of the foregoing resolution, pursuant to section 95 of the Act the provisions of section 89(1) of the Act shall not apply to the allotment of any equity securities (within the meaning of Section 94 of the Act) in the Company pursuant to the authority granted by that resolution save that the Company may before the expiry of such authority make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of such offer or agreement as if the power conferred hereby had not expired;



- 4 THAT the draft articles attached to these written resolutions be adopted as the new articles of association of the Company in substitution for and to the exclusion of the existing articles of association.

Signed:.....

For and on behalf of
Elliott Associates LP

Signed:.....

For and on behalf of
Jon Pollock

Date:

Date:

Signed:.....

For and on behalf of
Mark Levine

Signed:.....

For and on behalf of
Iain Gunn

Date: *December 27, 2006*

Date:

Signed:.....

For and on behalf of
Paul Reid

Date:

- 4 THAT the draft articles attached to the [redacted] be adopted as the new articles of association of the Company [redacted] and to the exclusion of the existing articles of association.

Signed: Pammy Sizer
For and on behalf of
Elliott Associates LP

Signed:
For and on behalf of
Jon Pollock

Date: December 27, 2006

Date:

Signed:
For and on behalf of
Mark Levine

Signed:
For and on behalf of
Iain Gunn

Date:

Date:

Signed:
For and on behalf of
Paul Reid

Date:

- 4 THAT the draft articles attached to these written resolutions be adopted as the new articles of association of the Company in substitution for and to the exclusion of the existing articles of association.

Signed:

For and on behalf of
Elliott Associates LP

Signed:

For and on behalf of
Jon Pollock

Date:

Date:

Signed:

For and on behalf of
Mark Levine

Signed:

For and on behalf of
Iain Gunn

Date:



Date:

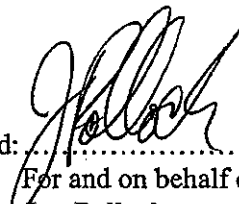
Signed:

For and on behalf of
Paul Reid

Date: **December 27, 2006**

Signed:.....
For and on behalf of
Elliott Associates LP

Date:

Signed: .....
For and on behalf of
Jon Pollock

Date: December 27, 2006

Signed:.....
For and on behalf of
Mark Levine

Date:

Signed:.....
For and on behalf of
Gordon Singer

Date:

Signed:.....
For and on behalf of
Paul Reid

Date:

- 4 THAT the draft articles attached to these written resolutions be adopted as the new articles of association of the Company in substitution for and to the exclusion of the existing articles of association.

Signed:.....

For and on behalf of
Elliott Associates LP

Date:

Signed:.....

For and on behalf of
Jon Pollock

Date:

Signed:.....

For and on behalf of
Mark Levine

Date:

Signed:.....

For and on behalf of
Iain Gunn

Date: December 27, 2006

Signed:.....

For and on behalf of
Paul Reid

Date:

The Companies Acts 1985 to 1989
A Private Company Limited by Shares

**ARTICLES OF
ASSOCIATION**
of

ELLIOTT ADVISORS (UK) LIMITED

Adopted by Special Resolution passed on 27th December 2006

PRELIMINARY

1. The Company shall be a private company within the meaning of the Companies Acts 1985 to 1989 (hereinafter referred to as the "Act") and subject as hereinafter provided the Regulations contained in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 (SI 1985 No. 805) as amended by the Companies (Tables A to F) (Amendment) Regulations 1985 (SI 1985 No. 1052) (such Table being hereinafter called "Table A") shall apply to the Company. Reference to any provision of the Act shall where the context so admits be construed as and include a reference to such provision as modified by any statute for the time being in force.
2. Regulations 8, 23, 24, 61, 64, 70, 73 to 81 inclusive, 84, 89, 94, 95, 97, 101 and 118 of Table A shall not apply to the Company, but the Articles hereinafter contained, together with the remaining regulations of Table A, but subject to the modifications hereinafter expressed, shall constitute the regulations of the Company.
3. The authorised share capital of the Company at the date of adoption of these Articles is £100,000, divided into 100,000 Ordinary Shares of £1 each. The Ordinary Shares shall rank parri passu in all respects and all references in these Articles to 'shares' shall be construed accordingly.
4. The Directors may appoint any person who is willing to act to become a Director, either to fill a vacancy or as an additional Director.
5. The Company may by ordinary resolution appoint any person who is willing to act to be a Director, either to fill a vacancy or as an additional Director and, without prejudice to the provisions of the Act, may by ordinary resolution remove a Director from office.
6. The removal of a Director under these Articles shall be without prejudice to any claim the Director may have for breach of any contract of service between him and the Company.

LIEN ON PARTLY PAID SHARES

7. The Company shall have a first and paramount lien on every share (not being a fully paid share) for all monies (whether presently payable or not) payable at a fixed time or called in respect of that share. The Directors may at any time declare any share to be wholly or in part exempt from the provisions of this regulation. The Company's lien on a share shall extend to any amount payable in respect of it.

SHARE TRANSFERS

8. The Directors may in their absolute discretion, and without assigning any reason therefor, decline to register any transfer of any share, whether or not it is a fully paid share.
9. The instrument of transfer of a fully paid share shall be signed by or on behalf of the transferor and in the case of shares which are not fully paid up, the instrument of transfer shall in addition be signed by or on behalf of the transferee.

DIRECTORS

10. Unless and until otherwise determined by the Company in General Meeting the number of Directors shall not be less than one nor more than five. If at any time and from time to time there shall be only one Director of the Company, such Director may act alone in exercising all the powers and authorities vested in the Directors. The first Director or Directors of the Company shall be the person or persons named in the statement delivered to the Registrar of Companies in accordance with the Act.
11. Any Director may by notice in writing signed by him and deposited at the registered office of the Company appoint an alternate Director to act on his behalf. Such alternate Director must be either a Director of the Company, or a person approved by resolution of all the Directors for the time being of the Company. Every alternate Director shall during the period of his appointment be entitled to notice of meetings of Directors and in the absence of the Director appointing him to attend and vote thereat as a Director, but his appointment shall immediately cease and determine if and when the Director appointing him ceases to hold office as a Director. A Director who is also an alternate Director shall be entitled, in addition to his own vote, to a separate vote on behalf of the Director whom he is representing.
12. The office of a Director shall be vacated if:
 - (a) by notice in writing delivered to the Company at its registered office, or tendered at a meeting of the Directors, he resigns the office of Director; or
 - (b) he becomes bankrupt or makes any arrangement or composition with his creditors generally; or
 - (c) he is, or may be, suffering from mental disorder and either:
 - (i) he is admitted to hospital in pursuance of an application for admission for treatment under the Mental Health Act 1983 or, in Scotland, an application for admission under the Mental Health (Scotland) Act 1960; or
 - (ii) an order is made by a Court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for his detention or for the appointment of a receiver, curator bonis or other person to exercise powers with respect to his property or affairs; or
 - (d) he ceases to be a Director by virtue of any provision of these Articles or of the Act or he becomes prohibited by law from being a Director.

MANAGING DIRECTORS AND MANAGERS

13. The Directors may from time to time appoint one or more of their body to the office of Managing Director or Manager for such period and on such terms as they think fit and, subject to the terms of any agreement entered into in any particular case, may revoke such appointment. His appointment, subject to the payment to him of such compensation or damages as may be payable to him by reason thereof, shall be automatically terminated if he ceases from any cause to be a Director.
14. A Managing Director or Manager shall receive such remuneration (whether by way of salary, commission or participation in profits or partly in one way and partly in another) as the Directors may determine.

POWERS OF DIRECTORS

15. Subject to the provisions of the Act, the memorandum and the articles and to any directions given by ordinary resolution, the business of the Company shall be managed by the Directors who may exercise all the powers of the Company. No alteration of the memorandum or articles and no such direction shall invalidate any prior act of the Directors which would have been valid if that alteration had not been made or that direction had not been given. The powers given by this Article shall not be limited by any special power given to the Directors by the Articles and a meeting of Directors at which a quorum is present may exercise all powers exercisable by the Directors.

PROCEEDINGS OF DIRECTORS

16. The third sentence of Regulation 88 of Table A shall not apply to the Company.
17. The quorum necessary for the transaction of the business of the Directors may be fixed by the Directors and unless so fixed shall, when one Director only is in office, be one, and shall, when more than one Director is in office, be two.
18. A Director who has duly declared his interest (insofar as he is required to do so) may vote as a Director on a resolution concerning any matter in which he has (directly or indirectly) an interest or conflict of duty and he may count in the quorum and if he shall so vote his vote shall be counted.
19. A meeting of the Directors may consist of a conference between Directors some or all of whom are in different places provided that each Director who participates in the meeting is able:
 - (a) to hear the other participating Directors addressing the meeting; and
 - (b) if he so wishes, to address each of the other participating Directors simultaneously,

whether directly, by conference telephone or by any other form of communication equipment (whether in use when this Article is adopted or developed subsequently) or by a combination of such methods. A quorum shall be deemed to be present if those conditions are satisfied in respect of at least the number and designation of Directors required to form a quorum. A meeting held in this way shall be deemed to take place at the place where the largest group of Directors is assembled or, if no such group is readily identifiable, at the place from where the Chairman of the meeting participates at the start of the meeting.

SECRETARY

20. The first Secretary of the Company shall be the person named in the statement delivered to the Registrar of Companies pursuant to the Act.

THE SEAL

21. The Company may have a Seal if it so wishes. If the Company has a Seal the Directors may determine who shall sign any instrument to which the Seal is affixed and unless otherwise so determined it shall be signed by a Director and by the Secretary or by a second Director. The obligation under Regulation 6 of Table A relating to the sealing of share certificates shall apply only if the Company has a Seal.

INDEMNITY

22. (a) Subject to the provisions of the Act, but without prejudice to any indemnity to which a Director may otherwise be entitled, every Director or other officer or Auditor of the Company shall be indemnified out of the assets of the Company against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application in which relief is granted to him by the Court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Company.
- (b) The Directors shall have power to purchase and maintain an insurance policy for any Director, officer or Auditor of the Company effecting cover against any such liability as is referred to in Section 310(1) of the Act.