

Registered Number 3209169

THE COMPANIES ACTS
HCP HOLDINGS LIMITED
(the "Company")

COMPANY LIMITED BY SHARES

SHAREHOLDERS' WRITTEN RESOLUTIONS
PURSUANT TO SECTION 381A
COMPANIES ACT 1985

On 4th July 2007 the following Resolutions were duly passed as Written Resolutions of the Company


SPECIAL RESOLUTION

- 1 **THAT** the regulations contained in the document attached (for the purpose of identification marked "A") be approved and adopted as the articles of association of the Company in substitution for and to the exclusion of the existing articles of association of the Company

ORDINARY RESOLUTION

- 2 **THAT** the authorised share capital of the Company be increased from £560,000 to £1,147,500 by the creation of 587,500 preferred shares of £1 00 each, having the rights set out in the new articles of association referred to at the resolution numbered 1
- 3 **THAT** subject to the passing of the resolution numbered 2, the directors of the Company be and they are generally and unconditionally authorised to exercise all the powers of the Company to allot relevant securities (within the meaning of section 80 Companies Act 1985) up to an aggregate nominal amount of £587,500 provided that this authority shall expire (unless previously renewed, varied or revoked by the Company in general meeting) on a date five years from the date of this resolution 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 offer or agreement as if the authority conferred hereby had not expired

Dated 4th July 2007


Company Secretary

WEDNESDAY



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