

THE COMPANIES ACT 1985  
A COMPANY LIMITED BY SHARES  
WRITTEN RESOLUTION

of

BEECH VIEW HOLDINGS LIMITED ("the Company")

Pursuant to Section 381A of the Companies Act 1985 ("the Act")

Passed on 31 December 2005

We, the undersigned, being the sole members of the Company who at the date hereof would be entitled to attend and vote at a general meeting of the Company, HEREBY RESOLVE AS FOLLOWS:

SPECIAL RESOLUTION

THAT the Articles of Association of the Company be amended by replacing Article 3.3 with the following provision:

- 3.3 The preference shares shall entitle the holders thereof to the following rights:
- (a) in priority to payment of any dividend to the ordinary shareholders, the company shall pay to the holders of the preference shares in respect of each financial year of the Company a fixed cumulative preferential dividend at the rate of £4 per preference share quarterly in arrears on 31 March, 30 June, 30 September and 31 December in each year;
  - (b) on a return of assets on liquidation or reduction of capital the holders of the preference shares shall be entitled in respect of their preference shares, in priority to the ordinary shareholders, to be paid £137.57 out of the surplus assets of the Company remaining after payment of its liabilities for each of their preference shares together with a sum equal to all arrears in respect of any dividend calculated down to the date of the return of assets;
  - (c) the holders of the preference shares shall be entitled to receive notice of and attend at general meetings of the Company and to vote upon any resolution on the basis that each preference share shall count equivalent to one ordinary share;
  - (d) the Company shall redeem any preference shares of which written demand by any preference shareholder is made at any time and all of the preference shares not previously redeemed by no later than 10 years after the date of adoption of these Articles.



- (e) the holders of ordinary shares shall be entitled at any time prior to 31 December 2006 on giving written notice to the Company to convert all or any of their £1 ordinary shares to £1 preference shares at the rate of one ordinary share for one preference share.

#### ORDINARY RESOLUTION

THAT subject to the passing of Resolution 1 above, the Directors of the Company be hereby generally and unconditionally authorised until 31 December 2006 pursuant to Section 80 of the Companies Act 1985 to convert up to 15,000 ordinary shares of £1 each into an equivalent number of preference shares of £1 each

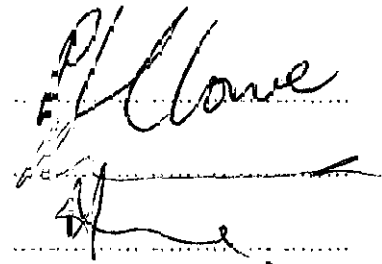
Name of Member

Signature of Member

Peter Sowe

Richard Slowe

Amend Slowe



Date: 31 December 2005