

WRITTEN RESOLUTION

No 3442977

THE COMPANIES ACT 1985

WRITTEN RESOLUTION

- of -

STS TRAVEL GROUP PLC (the "Company")

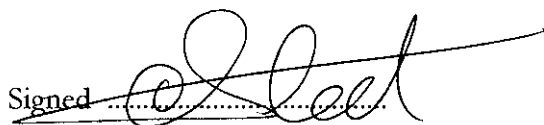
In accordance with Regulation 53 of Table A in the Schedule to the Companies (Tables A to F) Regulations 1985, we, the undersigned, being the sole member of the Company who, at the date of these resolutions, is entitled to attend and vote upon them if they had been proposed at a general meeting at which we were present **HEREBY RESOLVE** in writing as follows:

SPECIAL RESOLUTIONS

THAT:

- (a) the Company be re-registered as a private limited company pursuant to section 53 Companies Act 1985;
- (b) the name of the Company be changed to "STS Travel Group Limited";
- (c) effective from the date of registration of the Company as a private company the memorandum of association of the Company be altered as follows:
 - (i) by deleting in clause 1 the word PLC and substituting therefor the word "Limited";
 - (ii) by deleting clause 2 and renumbering clauses 3 to 6 as clauses 2 to 5 respectively;

Signed



Dated 7 Feb 2005

[Print name]

Harry Sleet

for and on behalf of STS Travel Group Holdings Limited

(21254546.01)

