

Company Number: 03512953

THE COMPANIES ACTS 1985 to 1989
PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION
ULTIMA HOLDINGS LIMITED

Dated 10 January 2007

We, the undersigned being the sole member of the above-named Company for the time being entitled to attend and vote at general meetings of the Company **RESOLVE** that the following resolution be passed by way of written resolution pursuant to section 381A of the Companies Act 1985 and confirm that such resolution shall be valid and effectual as if it had been passed at an extraordinary general meeting of the Company duly convened and held:

SPECIAL RESOLUTION

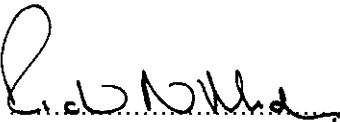
That the Articles of Association of the Company be amended by:

- (a) the deletion of existing article 5 and replace with the following wording:

"Regulation 8 of Table A shall not apply to the Company.";

- (b) the insertion of a new article 8.1.1 to provide as follows:

"Notwithstanding anything contained in these Articles the directors will not decline to register any transfer of shares, nor may they suspend registration thereof where such a transfer is executed by or in favour of any bank or institution to whom such shares have been charged by way of security, or by or in favour of any nominee of, or purchaser from, such a bank or institution, pursuant to any deed or agreement or other document under which such share have been charged, and a certificate by any official of such bank or institution that the shares were so charged and the transfer was so executed shall be deemed to be conclusive evidence of such facts."



Signed by
For and on behalf of
NHP SECURITIES NO.3 LIMITED

