

No. 3913274

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

- of -

LONDON METROPOLITAN NETWORK LIMITED

(Passed on 27 January 2006)

At the Annual General Meeting of the Company, duly convened and held at Woburn House Conference Centre, 20 Tavistock Square, London WC1H 9HQ on the date specified above the following Resolution was duly passed as a Special Resolution

RESOLUTION

IT IS RESOLVED THAT the Articles of Association be amended by amending Article 35 Appointment of Directors to read as follows:

"The Directors shall be subject to retire by rotation. Each Director shall be appointed for a period of up to three years. If no appropriate replacement is nominated by the Members at the retirement date, a Director may be re-appointed for a further term by unanimous vote of the Board."

Richard H. Tranter
.....
Chairman



Company Number 3913274

THE COMPANIES ACTS 1985 - 1989

**COMPANY LIMITED BY GUARANTEE AND
NOT HAVING A SHARE CAPITAL**

MEMORANDUM

- and -

ARTICLES OF ASSOCIATION

- of -

LONDON METROPOLITAN NETWORK LIMITED

Date : 13 January 2000

As amended by Special Resolution passed on 27 January 2006.