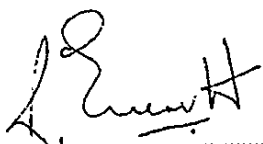


04 - 04 - 01

Company No. 4139737

- (3) 499 of the 999 authorised but unissued shares of £1 each in the capital of the Company be and are hereby each re-designated as "B" Shares of £1 having the rights and being subject to the restrictions set out in the New Articles;
- (4) 500 of the 999 authorised but unissued shares of £1 each in the capital of the Company be and are hereby each re-designated as "A" Shares of £1 having the rights and being subject to the restrictions set out in the New Articles;
- (5) the directors of the Company be and are hereby generally and unconditionally authorised to exercise all the powers of the Company to allot relevant securities (within the meaning of Section 80 of the Companies Act 1985 (the "Act")) of up to an aggregate nominal amount of £1,000 and such authority shall expire on the date 5 years following the passing of this resolution; provided that this authority shall be in substitution for and to the exclusion of any existing authority pursuant to the said Section 80 which existing authority shall forthwith cease and be of no further effect;
- (6) the directors the Company be and are hereby authorised pursuant to Section 95 of the Act to allot equity securities within the meaning of Section 94 of the Act pursuant to the authority conferred by paragraph (5) of this resolution as if Section 89 of the Act did not apply to any such allotment,, provided that this authority shall expire on the date 5 years following the passing of this resolution except that the Company may before such expiry make an offer or agreement which would or might require securities to be allotted after such expiry and the directors may allot equally securities in presence of such offer or agreement as if the power conferred by this resolution had not expired; and
- (7) the regulations contained in the printed document annexed to this resolution (and signed by the sole shareholder for the purpose of identification) be and are hereby adopted as the articles of association of the Company in substitution for the existing articles of association of the Company;



.....
Director
for and on behalf of
BAA General Partner Limited
sole member of the Company