

Company Number

4161448

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The Companies Act 1985

PUBLIC COMPANY LIMITED BY SHARES

Resolutions

of

ENTERPRISE-LIVERPOOL LIMITED

Passed 19 October 2004

At the ANNUAL GENERAL MEETING of the above named Company, duly convened and held at the 5th Floor Conference Room, Kingsway House, Hatton Gardens, Liverpool on 19 October 2004 the following Resolutions were duly passed:

SPECIAL RESOLUTION

(Resolution Number 3)

THAT the Articles of Association of the company be altered by substituting for the existing Article 10 the following Article:

"The number of Directors shall be not less than five and no more than eleven. No director shall be required to vacate his office, and no person shall be ineligible for appointment as a director, by reason of his having attained any particular age. No shareholding qualification for directors shall be required."

SPECIAL RESOLUTION

(Resolution Number 4)

THAT the Articles of Association of the company be altered by substituting for the existing Article 11(A) the following Article:

"The holders of the majority of the A shares for the time being shall be entitled to appoint two persons to be directors of the company (any such directors so appointed being called "A" directors") and the holders of a majority of the B shares for the time being shall be entitled to appoint nine persons to be directors of the Company (any such directors so appointed being called "B" Directors)".

Michael R. Hynes

Michael Hynes
Chairman



A27 *A0B4D068* 0069
COMPANIES HOUSE 12/11/04

A34 *A0B4D068* 0068
COMPANIES HOUSE 04/11/04