THE COMPANIES ACTS 1985 AND 1989

WRITTEN RESOLUTIONS

of

CPS NUMBER 2 LIMITED

Dated 23 March, 2004

By written resolutions signed by the sole member of the Company entitled to attend and vote at general meetings thereof, the following resolution were passed on the above date as Resolutions of the Company pursuant to Article 5 of the Articles of Association of the Company:

RESOLUTIONS

THAT the Memorandum of Association of the Company be amended by deleting sub-clause 5 of clause 3 and substituting therefor the following sub-clauses:

- "(5)(a) to borrow or raise money by any method and to obtain any form of credit or finance; and
- (5)(b) to lend and advance money or give credit in any way whatsoever on any terms whatsoever and with or without security."

Signed:

LD2 **LCNG
COMPANIES HOUSE

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