Company No. 4346520



COMPANIES HOUSE

THE COMPANIES ACTS 1985 AND 1989

PRIVATE COMPANY LIMITED BY SHARES

## RESOLUTION IN WRITING

of

## GRAHAM PACKAGING EUROPEAN SERVICES LIMITED

Graham Packaging Company L.P., being the sole member of the Company who at the date of this resolution is entitled to attend and vote at a general meeting of the Company, RESOLVES, in accordance with section 381A of the Companies Act 1985 to pass the following as a written resolution:

THAT the Company's Articles of Association be altered by the deletion of the following clause:-

## **TRANSFERS**

6. The directors may, in their absolute discretion and without giving any reason, refuse to register the transfer of a share to any person, whether or not it is a fully-paid share or a share on which the Company has a lien.

Graham Packaging Company L.P., by

GPC OPCO GP LLC, its general partner

SIGNATURE:

DATE:

esident

March 2004

WE HEREBY CERTIFY THIS TO BE A TRUE COPY OF THE ORIGINAL

**SIGNED** for and on behalf of CLIFFORD CHANCE SECRETARIES LTD

Ref Constitution and Tobba