

**COMPANY NO. 4359903**

**HAWKSLEASE FINANCE COMPANY LIMITED**

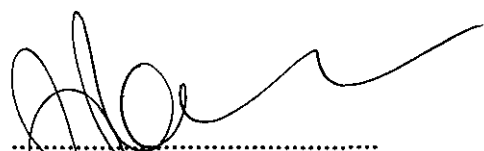
**(the *Company*)**

**SOLE MEMBER'S WRITTEN RESOLUTION**

In accordance with regulation 53 of Table A as incorporated in the articles of association of the Company, I, being the sole member of the Company who at the date of this resolution would be entitled to attend and vote at a general meeting of the Company, **DECLARE** that the following resolutions shall be as valid and effectual as if they had been passed at a general meeting of the Company duly convened and held and accordingly I **RESOLVE**:

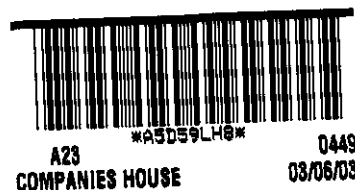
- i) **THAT** each of the Company's shares, of a nominal value of £1 each in the capital of the Company, whether issued or unissued, be sub-divided into 100 ordinary shares of a value of 1 penny each;
- ii) **THAT** the memorandum of association of the Company be altered with immediate effect with respect to the statement of its capital by deleting the existing clause 5 and replacing it with the following:-

"The Company's share capital is £1,000 divided into 100,000 shares of 1 penny each"



James Arthur Ratcliffe

Date: 2 May 2003



Except where the context expressly so requires, none of the sub-clauses of clause 3, or the objects stated in clause 3, or the powers conferred by clause 3 shall be limited by, or be deemed subsidiary or auxiliary to, any other sub-clause or clause 3, or any other object stated in clause 3 or any other power conferred by clause 3.

5. The liability of the members is limited.
6. The share capital of the Company is £1,000 divided into 100,000 shares of 1 penny each. \*

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\* The sub-division of the Company's share capital was effected by sole member's written resolution dated 2 May 2003.