

No: 4426554

We certify this to be
a true copy.
Ashurst Morris Crisp
Ashurst Morris Crisp

THE COMPANIES ACT 1985

PRIVATE COMPANY LIMITED BY SHARES

EXCHEQUER PARTNERSHIP (NO. 2) HOLDINGS LIMITED

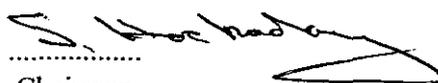
At an extraordinary general meeting of Exchequer Partnership (No. 2) Holdings ~~Ltd~~ Limited duly convened and held on 28 August 2002, the following resolutions were passed of which resolution 1 was passed as an ordinary resolution and resolutions 2 to 3 were passed as special resolutions.

ORDINARY RESOLUTIONS

1. THAT the ^{authorised} share capital of the Company be increased to £10,000,000 by the creation of an additional 9,990,000 ordinary shares of £1 each identical to and ranking pari passu with the existing ordinary shares of £1 each of the Company.

SPECIAL RESOLUTIONS

2. THAT clause 3 of the memorandum of association of the Company be deleted and that a new clause 3 in the form contained in the draft memorandum of association produced to the meeting and initialled by the chairman for the purposes of identification be adopted in substitution therefor.
3. THAT new articles of association in the form contained in the draft articles of association produced to the meeting and initialled by the chairman for the purposes of identification be adopted as the articles of association of the Company in substitution for and to the exclusion of all previous articles of association.


.....
Chairman

Presented by: Ashurst Morris Crisp
Broadwalk House
5 Appold Street
London EC2A 2HA
Tel: 020-7638 1111
Ref: JXM/GOG01.00001

