

Company Number: 4450369

**CASTLEBECK GROUP LIMITED**  
(THE "COMPANY")



**WRITTEN RESOLUTION**

We, the undersigned, being all the members of the Company entitled to attend and vote at any general meeting of the Company unanimously agree, pursuant to article 23 of the Company's articles of association, that the following resolution be passed and have effect as a special resolution:

**RESOLUTION**


That the existing articles 5.1 and 5.2 of the articles of association of the Company be deleted and replaced with the following:

**"5.1 As regards income**

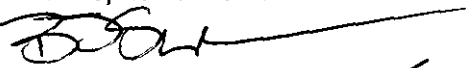
Any profits which are available for distribution (including retained distributable profits) may be determined by the Company to be distributed amongst the Ordinary Shareholders in proportion to the nominal values of the Ordinary Shares held by them as if they were holders of the same class. Notwithstanding anything else in these Articles, the payment of any dividend shall be made only if and to the extent permitted by the Loan Agreements.

**5.2 As regards capital**

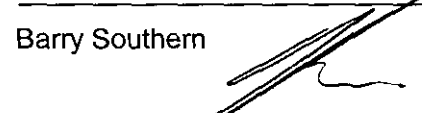
In the event of a winding-up of the Company or upon a reduction or return of capital, the assets of the Company remaining after payment of its debts and liabilities and of the costs, charges and expenses of such winding-up or reduction or return of capital shall be applied in paying to the holders of the Ordinary Shares in proportion to the nominal value of the Ordinary Shares held by them as if they were holders of the same class."

Signed:   
Christopher Sandham

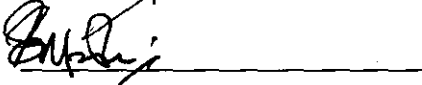
Date: 18 Dec 2003

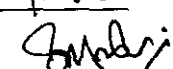
Signed:   
Barry Southern

Date: 18 Dec 2003

Signed:   
James Clephane

Date: 18 December 2003

Signed:   
Shahabuddin ("Simon") Munshi

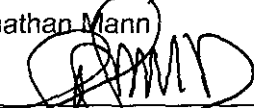
Date: 18 Dec. 2003  


Signed:



Jonathan Mann

Signed:



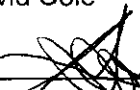
Graham Smith

Signed:



David Cole

Signed:



Roger Queen

Signed:

for and on behalf of  
Rowan Nominees Limited

Date:

18.12.03.

Date:

18/12/03

Date:

18/12/03

Date:

18/12/03

Date:

Company Number: 4450369

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**5.2 As regards capital**

In the event of a winding-up of the Company or upon a reduction or return of capital, the assets of the Company remaining after payment of its debts and liabilities and of the costs, charges and expenses of such winding-up or reduction or return of capital shall be applied in paying to the holders of the Ordinary Shares in proportion to the nominal value of the Ordinary Shares held by them as if they were holders of the same class."

Signed: \_\_\_\_\_

Christopher Sandham

Date: \_\_\_\_\_

Signed: \_\_\_\_\_

Barry Southern

Date: \_\_\_\_\_

Signed: \_\_\_\_\_

James Clephane

Date: \_\_\_\_\_

Signed: \_\_\_\_\_

Shahabuddin ("Simon") Munshi

Date: \_\_\_\_\_

Signed: \_\_\_\_\_

Jonathan Mann

Date: \_\_\_\_\_

Signed: \_\_\_\_\_

Graham Smith

Date: \_\_\_\_\_

Signed: \_\_\_\_\_

David Cole

Date: \_\_\_\_\_

Signed: \_\_\_\_\_

Roger Queen

Date: \_\_\_\_\_

Signed:  \_\_\_\_\_

for and on behalf of

Rowan Nominees Limited

Date: 11/3/2004 \_\_\_\_\_