

Company No: 04461295

AMENDING
COPY

The Companies Act 1985
COMPANY LIMITED BY SHARES
ORDINARY and SPECIAL RESOLUTIONS
of
ART VPS LIMITED

Passed 6 January 2004

By written resolution duly passed on 6 January 2004, the following resolutions were duly passed as ordinary and special resolutions as indicated below:

RESOLUTIONS

As ordinary resolutions

1. that pursuant to the provisions of section 80 of the Companies Act 1985, the Directors are generally and unconditionally authorised to exercise all the powers of the Company to allot relevant securities as defined by such section 80, provided that:
 - 1.1 the maximum amount of such securities which may be allotted under the authority (within the meaning of such section 80) is 13,520,000 B ordinary shares of £0.0001 each in the capital of the Company; and
 - 1.2 the authority shall, unless it is (prior to its expiry) duly revoked or varied or is renewed, expire on 18 December 2005 save that the Company may, before such expiry, make an offer or agreement which will or may require relevant securities to be allotted after such expiryand the authority granted by this resolution is in substitution for any authority previously granted to the Directors which (to the extent that it remains in force and unexercised) is revoked.
2. that the authorised share capital of the Company be increased from £480 to £1,832 by the creation of 13,520,000 B ordinary shares of £0.0001 each; and



As a special resolution

3. that the pre-emption provisions of the Company's Articles of Association and in particular Article 6.3 shall not apply in relation to the allotment of shares pursuant to the authority conferred by paragraph 1 of this resolution.

John P. ... *authorized signatory of the secretary limited*
Secretary