

Registered Number: 4641157

THE COMPANIES ACTS

**Rolfe & Nolan Group Limited**  
(the "Company")

PRIVATE COMPANY LIMITED BY SHARES

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**SHAREHOLDERS' WRITTEN RESOLUTIONS**

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We, the undersigned, being all the member of the Company who, at the date of this resolution, are entitled to attend and vote at a general meeting of the Company **HEREBY RESOLVE** in writing pursuant to Article 64 of the Company's Articles of Association as follows:

**SPECIAL RESOLUTIONS**

1. THAT the Company's current Articles of Association be amended so that Article 109 states as follows

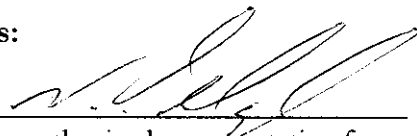
**"109 Ranking of Shares for dividend**

Subject to Article 5.1 all dividends shall be paid to Members in accordance with their respective rights provided for in these Articles irrespective of whether any of the Shares held by any such Member are or were partly paid during any portion or portions of the period in respect of which the dividend is paid, and dividends shall not be apportioned or paid pro rata according to the amounts paid on any Shares."

2. THAT the proposed reduction in the share premium account of the Company expected to be effected following court approval in or around February 2005 (the "**Reduction**") shall not be deemed to be an "Exit" for the purposes of the current Articles of Association of the Company and accordingly the provisions of Articles 5.2 and 6 shall not apply in respect of the Reduction.

Date: 27 January 2005

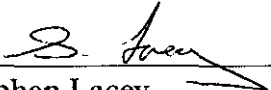
Members:

  
as authorised representative for  
**Rowan Nominees Limited**

\_\_\_\_\_  
**Timothy Hearley**

  
as authorised representative for  
**Rowan Nominees Limited A/C RR**

  
**John Hamer**

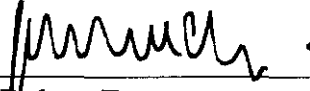
  
\_\_\_\_\_  
Stephen Lacey

\_\_\_\_\_  
Phillip Reed

\_\_\_\_\_  
Paul Miller

\_\_\_\_\_  
Robert Sylverne

\_\_\_\_\_  
Colin Wade

  
\_\_\_\_\_  
Robert Freeman /

\_\_\_\_\_  
James Birney

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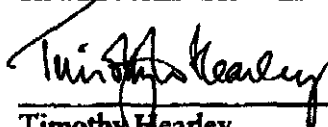
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Date: 27 January 2005

**Members:**

as authorised representative for  
Rowan Nominees Limited

  
Timothy Healey

as authorised representative for  
Rowan Nominees Limited A/C RR

  
John Hamer

(21216852.01)

Registered Number: 4641157

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Date: 27 January 2004.5

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as authorised representative for  
**Rowan Nominees Limited**

\_\_\_\_\_  
as authorised representative for  
**Rowan Nominees Limited A/C RR**

\_\_\_\_\_  
**Timothy Hearley**

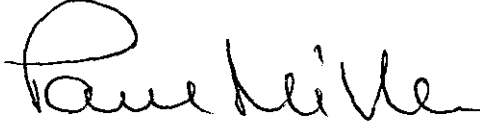
\_\_\_\_\_  
**John Hamer**

(21216852.01)

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**Stephen Lacey**

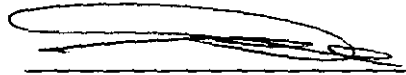


\_\_\_\_\_  
**Phillip Reed**



\_\_\_\_\_  
**Paul Miller**

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**Robert Sylverne**



\_\_\_\_\_  
**Colin Wade**

\_\_\_\_\_  
**Robert Freeman**

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**James Birney**

Registered Number: 4641157

THE COMPANIES ACTS

**Rolfe & Nolan Group Limited**  
(the "Company")

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COMPANIES HOUSE

0203  
28/01/05

PRIVATE COMPANY LIMITED BY SHARES

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Date: 27 January 20045

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\_\_\_\_\_  
as authorised representative for  
Rowan Nominees Limited

\_\_\_\_\_  
as authorised representative for  
Rowan Nominees Limited A/C RR

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Timothy Hearley

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John Hamer

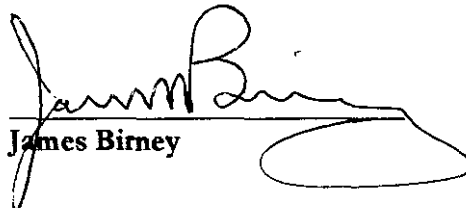
\_\_\_\_\_  
**Stephen Lacey**

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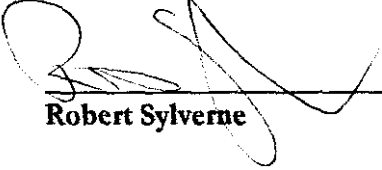
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