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Company No. 4883031

THE COMPANIES ACTS 1985 AND 1989

PRIVATE COMPANY LIMITED BY SHARES

RESOLUTIONS IN WRITING

of

DUCHESSWOOD LIMITED

Clifford Chance Nominees Limited, being the sole member of the Company who at the date of these resolutions is entitled to attend and vote at a general meeting of the Company, RESOLVES, in accordance with section 381A of the Companies Act 1985, to pass the following as written resolutions:

Burford

1. THAT the Company's name be changed to **TRAFFORD LIMITED**.
2. THAT new articles of association, in the form of the attached copy (initialled for the purpose of identification), be adopted in substitution for the Company's existing articles of association.
3. THAT the Company's memorandum of association be altered by the adoption of a new clause 3(A)(i), as follows;

"To carry on business as dealers in property and estates, lessees and lessors, estate developers, business transfer agents, auctioneers, valuers, surveyors and insurance brokers, mortgage brokers, bailiffs, bailees, managing agents, development agents and estate agents; to purchase, take on lease, or in exchange or otherwise acquire any lands and buildings in England or elsewhere and any estate or interests in any rights connected with any such land or buildings; to develop and turn to account any land acquired by or in which the Company is interested and in particular by laying out and preparing the same for building purposes, constructing, altering, pulling down, decorating, maintaining, furnishing, fitting up and improving the same; to acquire by purchase, lease, concession, grant, licence or otherwise such lands, buildings, leases, underleases, rights, privileges, stocks, shares and debentures in public or private companies, corporates or unincorporated bodies, policies of insurance and such other property as the Company may deem fit, and may acquire the same for the purposes of investment and with a view to receiving the income therefrom."



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23/10/03

and the redesignation of existing clause 3(A)(i) as clause 3(A)(ii) and the redesignation of all subsequent clauses accordingly.

SIGNATURE: _____

for and on behalf of Clifford Chance Nominees Limited

DATE: _____

22/10/03