

Company No. 5014807

THE COMPANIES ACTS 1985 AND 1989

PRIVATE COMPANY LIMITED BY SHARES

ELECTIVE RESOLUTIONS

Of

SOUTHERN PACIFIC 04-A PARENT LIMITED

At an annual general meeting of the Company held at 7th Floor, Phoenix House, 18 King William Street, London EC4N 7HE on 22 September 2005, the following resolutions were duly passed as an elective resolutions:

ELECTIVE RESOLUTIONS

1. THAT, in accordance with sections 252 and 379A of the Companies Act 1985, the Company elects to dispense with the laying of accounts and reports before the company in general meeting.
2. THAT, in accordance with sections 366A and 379A of the Act, the Company elects to dispense with the holding of annual general meetings.
3. THAT, in accordance with sections 379A and 386 of the Act, the Company elects to dispense with the obligation to appoint auditors annually.


CHAIRMAN

WE HEREBY CERTIFY THIS TO BE A
TRUE COPY OF THE ORIGINAL

SIGNED 
for and on behalf of
CLIFFORD CHANCE SECRETARIES (CCA) LIMITED

Dated 27/9/05

