

Company No. 5033021

PORTSMOUTH GENERAL PARTNER LIMITED

(the "Company")

WRITTEN RESOLUTION OF THE BOARD OF DIRECTORS OF THE COMPANY

We, the undersigned, being all the directors of the Company HEREBY RESOLVE pursuant to Regulation 93 of Table A in the Companies (Tables A to F) Regulations 1985 as amended as follows:

1. Incorporation

- 1.1 It is noted that the Company had been incorporated on 3 February 2004 in England and Wales registration number 5033021 with the name Speed 9842 Limited.
- 1.2 It is noted that the Company had changed its name to Portsmouth General Partner Limited with effect from 17 March 2004.

2. First Director and Secretary

- 2.1 It is noted that in the statement filed with the Registrar of Companies pursuant to section 10 of the Companies Act 1985 (the "Act") Waterlow Nominees Limited had agreed to act as the sole first director of the Company and Waterlow Secretaries Limited had agreed to act as secretary.
- 2.2 It is noted that, with effect from 11 March 2004, Waterlow Nominees Limited had resigned from office as a director and DV3 Administration UK 1 Limited and DV3 Administration UK 2 Limited, each having consented to act, had been appointed as directors of the Company.
- 2.3 It is noted that, with effect from 11 March 2004, Waterlow Secretaries Limited had resigned as the secretary of the Company and DV3 Administration UK 1 Limited had been appointed as secretary of the Company.

3. Appointment of Directors

- 3.1 It is noted that each of Philip Hartley Miller and Marlene Wood has indicated his/her willingness to act as a director of the Company.
- 3.2 IT IS RESOLVED that each of Philip Hartley Miller and Marlene Wood be appointed as directors of the Company with effect from the date of this resolution.



4. **Appointment of Chairman**

IT IS RESOLVED that Philip Hartley Miller be appointed as Chairman of the board of directors of the Company.

5. **Registered Office**

It is noted that the Company had been incorporated with its registered office at 6-8 Underwood Street, London N1 7JQ and that, with effect from 11 March 2004, the registered office had been changed to 40 Portman Square, London W1H 0AA.

6. **Changing Accounting Reference Date**

IT IS RESOLVED that the Company's accounting reference date for the purposes of section 224 of the Act be changed to 31 December in every year and that the Company's current accounting period which would otherwise end on 28 February 2005 be shortened to end on 31 December 2004.

7. **Written Resolutions**

7.1 It is noted that a form of written resolution is attached to this resolution (the "Written Resolution") which would be effective to pass resolutions to:

7.1.1 authorise the directors to allot relevant securities pursuant to section 80 of the Act;

7.1.2 disapply the pre-emption requirements as set out in section 89 of the Act;

7.1.3 adopt new articles of association of the Company;

7.1.4 reclassify 500 of the existing ordinary shares of £1 each in the authorised share capital of the Company (including the sole issued ordinary share) as A ordinary shares of £1 each, having the rights attached to the A ordinary shares set out in the articles of association of the Company to be adopted in accordance with paragraph 7.1.3 above;

7.1.5 reclassify 500 of the existing ordinary shares of £1 each in the authorised share capital of the Company as B ordinary shares of £1 each, having the rights attached to the B ordinary shares set out in the articles of association of the Company to be adopted in accordance with paragraph 7.1.3 above.

8. **Approval of Written Resolutions**

IT IS RESOLVED that the form of Written Resolution be approved and that the secretary be instructed to submit the form of such Written Resolution to the sole member for consideration and, if appropriate, signature.

9. **Transfer of Subscriber Share**

- 9.1 It was noted that the following duly stamped stock transfer form had been received by the Company:

Transferor	Transferee	No. of shares transferred
Waterlow Nominees Limited	DV3 Holdings Portsmouth Limited	1 ordinary share

- 9.2 IT IS RESOLVED that the transfer of the share be approved and entered in the register of transfers and that the transferee be entered in the register of members as the holder of the relevant share.

10. **Allotment of Shares**

- 10.1 It is noted that the following applications for the allotment of shares in the Company had been received by the Company:

Applicant	Number of shares	Total consideration
DV3 Holdings Portsmouth Limited	49 A ordinary shares	£49.00
Miller Investments Holdings Limited	50 B ordinary shares	£50.00

- 10.2 It is noted that the subscription monies in respect of the allotment of shares had been received by the Company and that, subject to the Written Resolution being duly executed, the directors have a general and unconditional authority to allot relevant securities up to a nominal amount of £999 as if section 89(1) of the Companies Act 1985 did not apply.

- 10.3 IT IS RESOLVED, subject to the passing of the Written Resolution, that:

- 10.3.1 49 A Shares and 50 B Shares be allotted fully paid at par to the applicants, each applicant to be allotted the number of shares specified opposite their respective names;
- 10.3.2 the secretary be instructed to enter details of the above allotments and allottees in the register of allotments of the Company and the register of members of the Company respectively; and
- 10.3.3 the secretary be instructed to issue a share certificate to the allottees in respect of its entire holdings of ordinary shares in the Company and to authorise any two directors or any one director and the secretary to execute the share certificate on behalf of the Company.

11. **Filing of Documents**

11.1 The secretary is instructed, subject (where appropriate) to the Written Resolution being passed, to arrange for the filing of the following documents with the Registrar of Companies:

11.1.1 notices of appointments of directors (forms 288a);

11.1.2 change of accounting reference date (form 225);

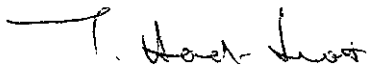
11.1.3 a copy of the Written Resolution;

11.1.4 a copy of the articles of association of the Company as adopted pursuant to the Written Resolution;

11.1.5 notice of the reclassification of the authorised share capital (form 122); and

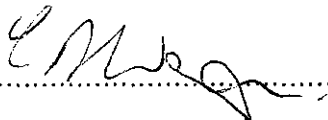
11.1.6 return of allotments (form 88(2)).

The date of this resolution shall be the date of the last signature and it shall be valid notwithstanding that this document is signed in separate counterparts and/or on different dates.



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For and on behalf of DV3 Administration UK 1 Limited

Date: 22 March 2004



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For and on behalf of DV3 Administration UK 2 Limited

Date: 22 March 2004