

Company Number: 5192076

THE COMPANIES ACT 1985 TO 1989
PRIVATE COMPANY LIMITED BY SHARES
SPECIAL RESOLUTION IN WRITING
OF
MEDWAY FUNDCO LIMITED (the "Company")

I, the undersigned, being the sole member of the Company who at the date of this resolution is entitled to attend and vote at a general meeting of the Company **HEREBY RESOLVE**, in accordance with Regulation 53 of Table A of the Companies Act 1985 to pass with effect as of the date hereof the following as a written resolution:

SPECIAL RESOLUTION

THAT the following regulation be inserted as a new regulation 7A in the existing articles of association of the Company with immediate effect.

7A DISQUALIFICATION AND REMOVAL OF DIRECTORS

7A.1 The office of a director shall be vacated in any of the events specified in Regulation 81 of Table A and also if all the other directors resolve that he is incapable by reason of illness (including, without limitation, mental disorder) or injury of discharging his duties as a director.

.....
for and on behalf of

Medway Liftco Limited

Dated 9/05/05

