

Company Number: 05364464

Lowells
Edwin Coe

THE COMPANIES ACT 1985

A PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS OF

BGPH GROUP LIMITED
(THE "COMPANY")

(decision taken on 17 OCTOBER 2005)

We the undersigned, being members of the Company, pursuant to section 381A of the Companies Act 1985, hereby UNANIMOUSLY RESOLVE to adopt the following written resolutions as written resolutions of the Company, having effect as special resolutions:

RESOLUTIONS

1. That clause 10 of the Articles of Association of the Company (the "Articles") be and is deleted in its entirety and that the following new provision be and is inserted in its place as a new clause 10:

"TRANSFER OF SHARES

10. Notwithstanding any contrary provisions in these Articles, the Directors shall not decline to register any transfer of shares, nor may they suspend registration thereof, where such transfer:
 - 10.1 is to any bank, institution or other person to which such shares have been charged by way of security, or to any nominee of such a bank, institution or other person (or a person acting as agent or security trustee for such person) (a "Secured Institution"); or
 - 10.2 is delivered to the Company for registration by a Secured Institution or its nominee in order to perfect its security over the shares; or
 - 10.3 is executed by a Secured Institution or its nominee pursuant to a power of sale or other power existing under such security,
 - 10.4 and the Directors shall forthwith register any such transfer of shares or shares upon receipt and furthermore notwithstanding anything to the contrary contained in these Articles no transferor of any shares in the Company or proposed transferor of such shares to a Secured Institution or its nominee and no Secured Institution or its nominee shall (in either such case) be required to offer the shares which are or are to be the subject of any transfer as aforesaid to the shareholders for the time being of the Company or any of them and no such shareholder shall have any right under the Articles or otherwise howsoever to require such shares to be transferred to them whether for any valuable consideration or otherwise."



2. That the Memorandum of Association of the Company be and is amended by the deletion of sub-clause 3(h) in its entirety, and that the following new provision be and is inserted in its place as a new sub-clause 3(h):

"3(h) to guarantee, indemnify, support or secure, whether by direct obligation or covenant or by mortgaging or charging all or any part of the undertaking, property and assets (present and future) and uncalled capital of the company or by issuing any security of the company by way of mortgage, or by any one or more or all of such methods or by any other method, and whether or not the company receives any advantage therefor, the performance of any obligations or commitments and the repayment or payment of the principal amounts of, or the premiums, interest and dividends on any securities of any person, firm or company, including (without prejudice to the generality of the foregoing) any company which is for the time being a subsidiary company or holding company of the company or is a subsidiary of such a holding company or which is otherwise directly or indirectly associated with the company in business or through shareholdings."

Signed: _____



For and on behalf of
BGPH Holdings Limited

Date: _____

17/10/05