

**THE COMPANIES ACTS 1985 TO 1989**  
**PRIVATE COMPANY LIMITED BY SHARES**

**COPY RESOLUTION**

of

**MSOMS LIMITED (the "Company")**

**(Registered in England and Wales under company number 05388228)**

**dated 13 January 2006**

At an Extraordinary General Meeting of the Company, duly convened and held in accordance with the Company's Articles of Association at Vitners Place, 68 Upper Thames Street, London on 13 January 2006 the following resolution was duly passed as a Special Resolution:

**Special Resolution**

**THAT** the Articles of Association of the Company be and are hereby amended by:

- 1 inserting into Article 6 after the sentence "Notice of the finding of the purchasing member shall be given to the transferor member, who shall be bound on payment of the fair value" the following:

"(or where such notice is given pursuant to Article 6A, the par value of such shares)";

- 2 inserting into Article 6 after the sentence "The transferor member shall deliver up his certificate and shall thereupon be paid the purchase money." the following wording:

"Except in the case of a transfer being made pursuant to Article 6A,"; and

- 3 inserting after Article 6 the following new Article 6A:

"If a Member who is at any time a director or employee of the Company, or of any subsidiary or holding company of the Company;

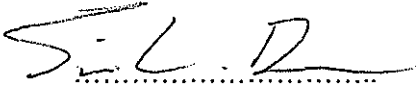
- (i) ceases to hold such office or employment within a period of 2 years commencing with the date on which such employment began or the date on which the office was first held; and



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- (ii) does not remain or thereupon immediately become a director or employee of the Company or of a subsidiary or holding company of the Company

such member shall be deemed to have given a notice for the purposes of Article 6, where the price at which the shares are to be offered for transfer is at their par value. Any such deemed notice given pursuant to this Article 6A shall supersede and cancel any then current notice given under Article 6, except for shares that have already been validly transferred under that Article."

A handwritten signature in dark ink, appearing to read "S. L. D.", with a horizontal line underneath.

Chairman