

Registered Number: 05418426

THE COMPANIES ACTS 1985 AND 1989

PPH0 LIMITED
(the "Company")

PRIVATE COMPANY LIMITED BY SHARES

RESOLUTIONS IN WRITING



In accordance with Regulation 53 of Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 as incorporated in and modified by the Company's Articles of Association we, the sole member of the Company who would, at the date of these resolutions, have been entitled to vote upon them if they had been proposed at a general meeting at which we were present RESOLVE in writing as follows:-

ORDINARY RESOLUTIONS

1. That the Company's entire authorised and issued share capital of 1 ordinary share of £1.00 be redesignated into an A ordinary share of £1.00, and that the Company's entire authorised and unissued share capital of 99 ordinary shares of £1.00 each be redesignated into 99 A ordinary shares of £1.00 each, all such shares having the rights and being subject to the restrictions contained in the Company's new articles of association referred to in resolution 4 below.
2. That the Company's authorised share capital be increased from £100 to £5,000,000,600 by the creation of:
 - (a) an additional 53 A ordinary shares;
 - (b) 147 B ordinary shares of £1.00 each;
 - (c) 300 preference shares of £1.00 each;
 - (d) 2,500,000,000 redeemable deferred shares of £1.00 each; and
 - (e) 2,500,000,000 T Preference Shares of £1.00 each.

each having the restrictions contained in the Company's new articles of association referred to in resolution 4 below.

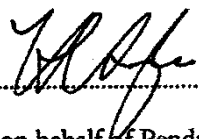
3. That the directors be generally and unconditionally authorised to exercise all powers of the Company to allot the unissued shares in the capital of the Company following resolutions 1 and 2 above provided that this authority shall expire on 31 March 2006 save that the Company may before such expiry make an offer or agreement which would or might require relevant securities to be allotted after such expiry and the directors may allot relevant securities in pursuance of such offer or agreement as if the authority conferred hereby had not expired.

SPECIAL RESOLUTION

4. That the regulations contained in the document attached (initialled by the sole member for the purpose of identification) be approved and adopted as the new Articles of Association of the Company in substitution for and to the exclusion of the existing Articles of Association of the Company.

Sole Member

Signed



Date.....31/10/2005

for and on behalf of Pendragon Group Services Limited