

Company Number 5500868



THE COMPANIES ACT 1985 (AS AMENDED)

COMPANY LIMITED BY SHARES

SCARBOROUGH CONTINENTAL PARTNERS UK LIMITED

WRITTEN RESOLUTION

We, the sole member of Scarborough Continental Partners UK Limited (the "Company") pursuant to Article 5.4 of the Company's Articles of Association, pass the following resolution as a written resolution to be valid and effective as if passed as a special resolution of the Company in general meeting:-

"THAT regulation 3 of the Company's Articles of Association be amended to read as follows:

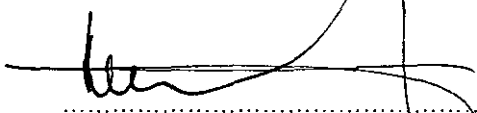
**3. TRANSFER OF SHARES**

3.1 Subject to Regulation 3.2, the directors shall register any transfer of any share which is presented for registration duly stamped provided that if and so long as the Company has for the time being a Parent Company, the prior written agreement of the Parent Company to such transfer shall be required.

3.2 The consent of the Parent Company shall not be required in respect of any transfer of shares:

3.2.1 where such transfer is in favour of a bank, lender or other financial institution or any nominee thereof and the transfer is as contemplated by, or pursuant to, any mortgage or charge of shares in favour of the relevant bank, lender or financial institution; or

3.2.2 where such transfer is by or on behalf of a bank, lender or other financial institution or any nominee thereof (whether by a receiver, any delegate or sub-delegate of the party to whom such security has been granted or otherwise) in favour of any third party upon disposal or realisation of shares following the bank, lender or other financial institution having become entitled to exercise or enforce its rights under any such mortgage or charge."

 Director

 Director/Secretary

Scarborough Continental Partners Limited

19 January 2006  
Date

**CERTIFIED A TRUE COPY**

  
**SHEPHERD+WEDDERBURN**

1/02/06 DATE