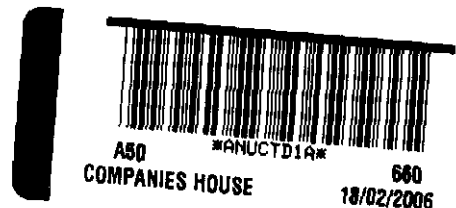


Company number: 5518414

THE COMPANIES ACT 1985
PRIVATE COMPANY LIMITED BY SHARES
MEMBERS' WRITTEN RESOLUTIONS
of
J W DEVELOPMENT LIMITED
(the "Company")



Passed on: 9 January 2006

We, at the date hereof being all the members of the Company, hereby unanimously agree that the following resolutions be passed as written resolutions of the Company pursuant to Section 381A of the Companies Act 1985, namely:

SPECIAL RESOLUTIONS

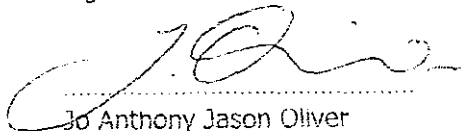
1. That one existing but unissued share of £1 in share capital of the Company be re-designated an A share having the rights and obligations set out in the Articles of Association of the Company as amended pursuant to the resolution list below.
2. That the articles of association of the Company be amended as follows:
 - (i) the deletion of the first sentence of article 3 of the articles of association and the addition, in its place, of the following sentence:

"The share capital of the Company is £1,000 divided into 999 ordinary shares of £1 and one A shares of £1 each."

- (ii) the insertion of a new article 3A in the following terms:

"The A share shall be entitled to 40% (or such other amount as the directors agree at the relevant time) of any dividend or other similar distribution of the Company but shall not be entitled to otherwise participate in any distribution of assets by the Company, whether on an winding up or otherwise, and the holder of the A share shall not be entitled to notice of, or to attend or vote at, any meeting of the Company or to vote on any resolution of the Company provided that this article shall not be amended other than with the consent of the holder of the A share."

Signed:


Jo Anthony Jason Oliver


Nicholas Woodworth