

Registered Number: 5567332

THE COMPANIES ACT

WRG WREXHAM PFI HOLDINGS LIMITED
(the "Company")

PRIVATE COMPANY LIMITED BY SHARES

SOLE MEMBER'S DECISION
PURSUANT TO SECTION 382B
COMPANIES ACT 1985 (the "Act")

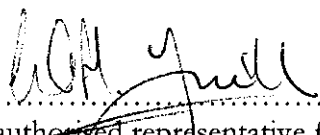


The following is a written record pursuant to section 382B of the Act of a decision of the sole member of the Company to pass the following Elective Resolutions, which have effect as if agreed by the Company in general meeting:

ELECTIVE RESOLUTIONS

1. **THAT** pursuant to sections 366A and 379A of the Companies Act 1985 the Company elects to dispense with the holding of annual general meetings in 2006 and subsequent years.
2. **THAT** pursuant to sections 252 and 379A of the Companies Act 1985 the Company elects to dispense with the laying of accounts and reports before the Company in general meeting for the current financial year and all subsequent financial years.
3. **THAT** pursuant to sections 386 and 379A of the Companies Act 1985 the Company elects to dispense with the obligation to appoint auditors annually.
4. **THAT** pursuant to sections 369(4), 378(3) and 379A of the Companies Act 1985 the Company elects that the provisions of sections 369(4) and 378(3) of that Act shall have effect in relation to the Company as if for the references to 95 per cent in those sections there were substituted references to 90 per cent.
5. **THAT** pursuant to sections 80A and 379A of the Companies Act 1985 the Company elects that section 80A of that Act shall apply instead of sections 80(4) and 80(5) of that Act in relation to the giving or renewal after this election of authority to the directors to allot relevant securities (within the meaning of section 80 of that Act).

Sole
Member:


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as authorised representative for
Mitre House Nominees Limited

Date: 8 June 2006