

Company No: 05615459

THE COMPANIES ACTS 1985 AND 1989

COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

of

MARSHAL HOLDINGS LIMITED
(the "Company")

We, the undersigned, being the sole member of the Company for the time being entitled to attend and vote at a general meeting of the Company for this purpose, hereby **RESOLVE** that the following resolutions be passed as written resolutions having effect as ordinary resolutions of the Company in the case of resolutions 1 to 3 and special resolutions of the Company in the case of resolutions 4 and 5 each in accordance with Section 381A Companies Act 1985 (the "Act") and agree that the said resolutions shall for all purposes be as valid and effective as if the same had been passed at a general meeting of the Company duly convened and held

ORDINARY RESOLUTIONS

1. **THAT** the authorised share capital of the Company be reduced by £900 by the cancellation of 900 of the unissued ordinary shares of £1 each in the capital of the Company;
2. **THAT** the authorised share capital of the Company following the reduction pursuant to resolution 1 be re-organised by
 - (a) the 100 remaining ordinary shares of £1 each being subdivided to create 10,000 ordinary shares of £0.01 each in the capital of the Company (the "**Ordinary Shares**"),
 - (b) ~~the 100 issued Ordinary Shares and 4,900 of the unissued Ordinary Shares being redesignated as 5,000 A Ordinary Shares, each having the rights set out in the new Articles of Association to be adopted pursuant to resolution 5 below; and~~
 - (c) ~~5,000 of the unissued Ordinary Shares being redesignated as 5,000 B Ordinary Shares, each having the rights set out in the new Articles of Association to be adopted pursuant to resolution 5 below; and~~
3. **THAT** in substitution for any previous authority, the directors be hereby generally and unconditionally authorised in accordance with section 80 of the Act, to allot relevant securities (as defined in that section) including for the avoidance of doubt any unissued shares at the date hereof up to a maximum nominal amount of relevant securities of £99 or such other amount as shall be authorised by the Company in general meeting, and this authority (unless renewed) expires five years from the date on which this resolution is passed, but the Company may before this authority expires make an offer or agreement which would or might require relevant securities to be allotted after this authority expires



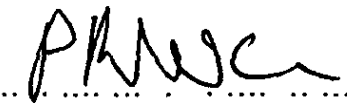
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SPECIAL RESOLUTIONS

4. THAT any and all rights of pre-emption (whether existing before or after the date of these resolutions) in relation to the issue and allotment of shares pursuant to resolution 3 above be and are hereby waived and the directors be empowered to allot such shares as if section 89(1) of the Act did not apply to such allotment; and
5. THAT the regulations attached to these resolutions, and installed by the sole member of the Company for the purpose of identification, be adopted as the new articles of association of the Company to the exclusion of all existing regulations.

Dated 12 December 2005



For and on behalf of
Marshal Investment Holdings LP

Date... 12/12/05

"FOR INFORMATION ONLY"
RESOLUTION PROCESSED SEPARATELY