

PRECIS (2597) LIMITED (THE "COMPANY")

(Company No. 5724605)

WRITTEN RESOLUTIONS

OF PEREGRINE SECRETARIAL SERVICES LIMITED,

THE SOLE DIRECTOR OF THE COMPANY

PASSED ON 13 April 2006



1. INCORPORATION AND MEMORANDUM AND ARTICLES OF ASSOCIATION

IT IS HEREBY NOTED that the Company was incorporated on 28 February 2006 with the registered number 5724605.

2. SHAREHOLDER RESOLUTIONS

IT IS NOTED FURTHER that the Company's sole shareholder has today passed written resolutions to :-

- (a) change the Company's name to Wittington Investments (Bestport) Limited;
- (b) alter the Objects clause of the Memorandum of Association;
- (c) dispense with the laying of accounts and reports before the Company in general meeting;
- (d) dispense with the holding of annual general meetings;
- (e) dispense with the annual reappointment of the auditors;
- (f) reduce the majority required to sanction short notice of a general meeting;
- (g) apply the provisions of Section 80A of the Companies Act 1985 in relation to duration of authority to allot shares;
- (h) authorise the sole Director or, at such time as the Company has more than one Director, the Directors, to fix the auditors' remuneration; and
- (i) authorise the sole Director or, at such time as the Company has more than one Director, the Directors, to allot relevant securities.



3. **TRANSFER OF SHARES**

IT IS RESOLVED that the following duly stamped transfer of the subscriber's shares be approved and that the name of the transferee be registered in the Company's Register of Members:-

<u>Transferor</u>	<u>Transferee</u>	<u>No. of Shares</u>
Peregrine Secretarial Services Limited	Wittington Investments Limited	2

IT IS FURTHER RESOLVED that the sum of £1 on each share be called up and upon payment therefor the shares be credited as fully paid.

4. **SHARE CERTIFICATES**

IT IS RESOLVED that a share certificate relating to the foregoing transfer be issued in due course to the holder of the shares in the Company in respect of its holding.

5. **REGISTERED OFFICE**

IT IS RESOLVED that the registered office of the Company be changed to Weston Centre, Grosvenor Street, London, W1K 4QY.

6. **ACCOUNTING REFERENCE DATE**

IT IS RESOLVED that the accounting reference date of the Company be changed to 15th September.

7. **DIRECTORS**

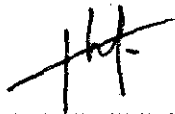
IT IS RESOLVED that Guy Weston and Charles Mason (having consented to act) be appointed as Directors of the Company with immediate effect in place of Peregrine Secretarial Services Limited, the first Director, whose resignation has been received.

8. **SECRETARY**

IT IS RESOLVED that Richard Grayson be appointed as Secretary of the Company with immediate effect in place of Office Organization & Services Limited, whose resignation has been received.

9. **FILINGS**

IT IS RESOLVED that the Secretary be directed to file signed prints of the resolutions to change the Company's name and amend its Memorandum and the resolutions pursuant to Section 379A Companies Act 1985 passed by the sole shareholder, Forms Nos. 225, 287, 288a, 288b and a print of the Company's Memorandum of Association, as amended, at Companies House.



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For and on behalf of Peregrine Secretarial Services Limited
(Authorised Signatory)

For and on behalf of
PEREGRINE SECRETARIAL SERVICES LIMITED

Director