

**THE COMPANIES ACT 1985
AND
THE COMPANIES ACTS 1985 to 1989**

PRIVATE COMPANY LIMITED BY SHARES

**WRITTEN RESOLUTIONS
of
MGAC LIMITED**

WEDNESDAY



A46 *A14K9N2E* 160
14/02/2007
COMPANIES HOUSE

Passed on *5 February* 2007

We, the undersigned, being all members of the above named Company hereby pass the following Ordinary and Special Resolutions as Written Resolutions of the Company, as specified below, pursuant to section 381A of the Companies Act 1985 and confirm that such resolutions shall be as valid and effective as if passed at a General Meeting of the Company duly convened and held:

ORDINARY RESOLUTION

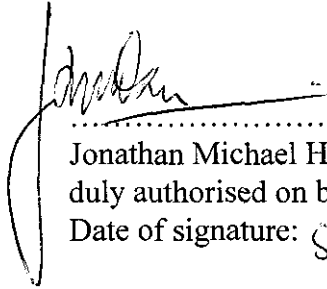
1. That with effect from the passing of this resolution the authorised share capital of the Company is increased from £1,000 to £6,800 by the creation of 5,800 new Preference Shares of £1.00 each having the rights, privileges, and restrictions set out in the Articles of Association of the Company as proposed to be adopted by the resolution number 2 below.

SPECIAL RESOLUTION

2. That with effect from the passing of this resolution the regulations contained in the document produced to this meeting and for the purpose of identification marked with

an 'A' and signed by the Chairman of the meeting are approved and adopted as the Articles of Association of the Company in substitution for and to the exclusion of all existing Articles of Association of the Company.

Signed



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Jonathan Michael Harry Oxley
duly authorised on behalf of MGAC Limited
Date of signature: 5th February 2007