

Registered No: 6061481

THE COMPANIES ACT 1985
AND
THE COMPANIES ACT 1985 to 1989

COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

of

L&P 171 LIMITED



Pursuant to section 381A of the Companies Act 1985 (the "Act") I, being the duly authorised representative of the sole shareholder having the right to attend and vote at any general meeting of the Company hereby resolve (to the intent that the following resolutions shall be as effectual as if passed as special resolutions and ordinary resolution as designated at a general meeting duly convened and held) as follows -

SPECIAL RESOLUTIONS

- 1 that the 1 issued ordinary share of £1 in the capital of the Company registered in the name of Lee & Priestley Limited be and is hereby subdivided and redesignated into 100 ordinary A shares of 1p each having the benefits of the rights and being subject to the restrictions set out in the articles of association to be adopted pursuant to resolution 4 below
- 2 that the 999 unissued ordinary shares of £1 each in the capital of the Company be and are hereby subdivided and redesignated into 59,900 ordinary A shares of 1p each and 40,000

ordinary B shares in each case having the benefits of the rights and being subject to the restrictions set out in the articles of association to be adopted pursuant to resolution 4 below

- 3 that the authorized share capital of the Company be and is hereby increased from £1,000 to £1,400 by the creation of an additional 40,000 ordinary C shares of 1p each, having the benefits of the rights and being subject to the restrictions set out in the articles of association to be adopted pursuant to resolution 4 below
- 4 that, pursuant to section 9 of the Act, the Articles of Association attached to these resolutions ("Articles") be and are hereby approved and adopted as the Articles of Association of the Company in substitution for, and to the exclusion of the existing articles of association of the Company,

ORDINARY RESOLUTION

- 5 that the directors be and are generally and unconditionally authorised for the purposes of section 80 of the Act to exercise all the powers of the Company to allot relevant securities (within the meaning of that section) up to an aggregate nominal amount of £1,400 provided that this authority is for a period expiring 5 years from the date of this resolution but the Company may before such expiry make an offer or agreement which would or might require relevant securities to be allotted after such expiry and the directors may allot relevant securities in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired This authority is in substitution for all subsisting authorities, to the extent unused

SPECIAL RESOLUTION

- 6 that subject to the passing of resolution 5 above the directors be and they are empowered pursuant to section 95 of the Act to allot equity securities (within the meaning of section

94(2) of the Act) wholly for cash pursuant to the authority conferred by resolution 5 above as if section 89(1) of the Act did not apply to any such allotment, provided that this power shall be limited to the allotment of equity securities

- (a) in connection with an offer of such securities by way of rights to holders of ordinary shares in proportion (as nearly as may be practicable) to their respective holdings of such shares, but subject to such exclusions or other arrangements as the directors may deem necessary or expedient in relation to fractional entitlements or any legal or practical problems under the laws of any territory, or the requirements of any regulatory body or stock exchange, and
- (b) otherwise than pursuant to sub-paragraph (a) above up to an aggregate nominal amount of £1,400

and shall expire 5 years from the date of this resolution, save that the Company may before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the directors may allot equity securities in pursuance of any such offer or agreement notwithstanding that the power conferred by this resolution has expired



Jonathan Priestley
For and on behalf of Lee & Priestley Limited

8 June 2007
Date