

Company number: SC265768

THE COMPANIES ACT 1985  
PRIVATE LIMITED COMPANY  
WRITTEN RESOLUTION of  
PPG METRO 39 LIMITED (the "Company")

Passed 6<sup>th</sup> May 2004

By written resolution passed by the sole member of the Company on the 6<sup>th</sup> day of May 2004, the following resolutions were duly passed as special resolutions:

1. "That the articles of association of the Company be amended by deleting the existing articles 8, 10 and 27 (a) of said articles of association and by substituting therefor the following provisions:
  - "8. Subject to Article 9, the Directors may, in their absolute discretion and without assigning any reason therefor, decline to register any transfer of any share, whether or not it is a fully paid share. The instrument of transfer of any Share shall be executed by or on behalf of the transferor. In the case of a partly paid Share, the instrument of transfer must also be executed by or on behalf of the transferee. The transferor shall be deemed to remain the holder of the Share until the name of the transferee is entered in the register of members in respect of it."
  - "10. No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business. Subject to the remaining provisions of this Article, two persons entitled to vote upon the business to be transacted, each being a member or a proxy for a member or a duly authorised representative of a corporation shall be a quorum. If and so long as the Company has for the time being a Parent (as defined in Article 27), the Parent's authorised representative shall constitute a quorum."
  - "27(a) the Parent may (to the exclusion of the power of the Directors to appoint a person as a Director pursuant to Article 17) at any time and from time to time appoint any person to be a Director or (to the exclusion of the power of the Directors to remove a person from his office as a Director pursuant to Article 18(e)) remove from office any Director howsoever appointed;"
2. "That the articles of association of the Company be amended by the insertion of the following provisions as a new Article 10A:
  - "10A. If the Company shall have only one member, these Articles shall (in the absence of an express provision to the contrary) apply with such modification as may be necessary"

.....12/05/04..... Director/Secretary

