

**Company number**  
**1725219**

The Companies Acts 1985 and 1989

Company Limited by Shares

Resolution

of

**WHITEHEAD MANN GROUP PLC**

(passed on 20 December 2006)

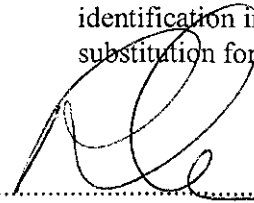
At an extraordinary general meeting of Whitehead Mann Group Plc (the **Company**) duly convened and held at Ryder Court, 14 Ryder Street, London SW1Y 6QB on 20 December 2006 at 10.00 a.m., the following resolution was duly passed as a special resolution of the Company.

**Special Resolution**

**THAT:**

1. the Company be re-registered as a private company in accordance with the provisions of section 53 of the Companies Act 1985;
2. the memorandum of association of the Company be altered by:
  - (a) deleting paragraph 1 and inserting in substitution thereof:

"1. The name of the Company is 'WHITEHEAD MANN GROUP LIMITED'; and
  - (b) deleting paragraph 2 and renumbering paragraphs 3 to 6 (inclusive) as paragraphs 2 to 5 accordingly; and
3. the regulations contained in the printed document submitted to the meeting and for the purpose of identification initialled by the Chairman be adopted as the articles of association of the Company in substitution for all existing articles of association of the Company.

  
.....  
**Chairman (Piers-Mannion)**

