

Company Number: 3623229

THE COMPANIES ACTS 1985 to 1989

WRITTEN RESOLUTION

OF

THE SOLE MEMBER OF

GILBRAN (WYNDHAM PORTFOLIO) LIMITED

(Passed in accordance with
section 381A of the Companies Act 1985)

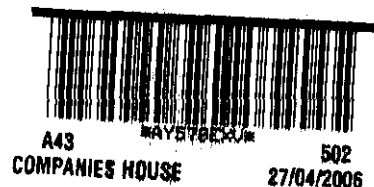
We, being the sole member of Gilbran (Wyndham Portfolio) Limited (the "**Company**")
Resolve to pass the following resolution as a Special Resolution:

"That a new clause 5A of the articles of association of the Company in the form
attached be approved and adopted with immediate effect."



For and on behalf of
GILBRAN GROUP LIMITED

Dated: 18 APRIL 2006



"5A Notwithstanding anything otherwise provided in these articles (whether by way of or in relation to pre-emption rights, restrictions on, or conditions applicable to, share transfers, or otherwise), the directors shall not decline to register any transfer of shares nor suspend registration thereof:

- (a) where such transfer is in favour of a bank, lender or other financial institution or any nominee thereof and the transfer is as contemplated by, or pursuant to, any mortgage or charge of shares or any call or other share option granted in favour of the relevant bank, lender or financial institution; or
- (b) where such transfer is by or on behalf of a bank, lender or other financial institution or any nominee thereof (whether by a receiver, any delegate or sub-delegate of the party to whom such security has been granted or otherwise) in favour of any third party upon disposal or realisation of shares following the bank, lender or other financial institution having become entitled to exercise or enforce its rights under any such mortgage, charge and/or call or other option

and a certificate by any officer of the bank that the relevant transfer is within paragraph (a) or (b) above shall be conclusive evidence of that fact."