

THE COMPANIES ACTS 1985 TO 1989

COMPANY LIMITED BY SHARES

**RESOLUTION
of**

**HUNTER-FLEMING LIMITED
(passed on 9 December 2005)**

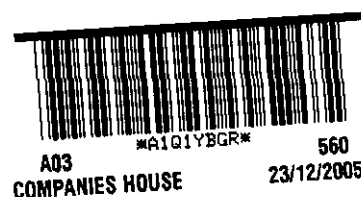
At an Extraordinary General Meeting of the above-named Company held at Regus House, 1 Friary, Temple Quay, Bristol BS1 6EA on 9 December 2005 the following Resolution was duly passed as a Special Resolution.

SPECIAL RESOLUTION

THAT the Articles of Association of the Company be and are hereby amended by:

- (A) inserting in line 16 of the definition of 'Financial Institution' in Article 1.2 after the word "Gartmore" the words "or any other Investor" and in final line of that definition after the word "Gartmore" the words "or that Investor";
- (B) inserting in line 2 of the definition of 'Investors' in Article 1.2 after the word "any" the words "other Financial Institution which is a shareholder from time to time and any";
- (C) inserting in line 1 of Article 4.2(k) after the word "Gartmore" the words "or any other Investor or any transferee of shares from such Investor,";
- (D) deleting the words "after the date of adoption of these Articles" in line 6 of Article 7.1;
- (E) deleting the words "at the date of adoption of these Articles" in line 3 of Article 7.6.


.....
Secretary



3700

THE COMPANIES ACTS 1985 AND 1989

COMPANY LIMITED BY SHARES

NEW
ARTICLES OF ASSOCIATION
of
HUNTER-FLEMING LIMITED

As adopted by Special Resolution dated 27 July 2005 and amended pursuant to Special Resolution dated 9 December 2005