

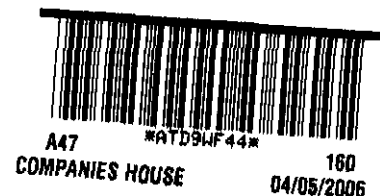
*\* AMENDED \**

The Companies Act 1985-1989

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS  
OF THE MEMBERS  
OF  
BENCHMARK HOLDINGS LIMITED  
("the Company")

(Company No 4115910)



Dated

*28th June*

2005

We, the undersigned, being all of the Members of the Company for the time being entitled to receive notice of and to attend and vote at general meetings of the Company, hereby pass the following resolutions pursuant to Section 381A of the Companies Act 1985 (as amended) and hereby agree that the said resolutions shall for all purposes be as valid and effective as if passed at a general meeting of the Company duly convened and held

Special Resolution

THAT the Articles of Association of the Company be amended as follows:

1. By substituting the word *five* for *three* in Article 20;
2. By the insertion of a new Article 24A as follows:-

*"All or any of the members of the Company may participate in a general meeting by means of any form of communications equipment which allows all persons participating in the meeting to communicate with each other. A person so participating shall be deemed to be present in person at the meeting and shall be entitled to vote or be counted in the quorum accordingly. Such a meeting shall be deemed to take place where the largest group of those participating is assembled or, if there is no such group, where the chairman of the meeting then is."*

3. By substituting the word "three" for "five" in Article 37.

Ordinary Resolution

That the directors of the Company are generally and unconditionally authorised pursuant to section 80 of the Companies Act 1985 to allot and issue a total of 7,210 ordinary shares of £1.00 each in the capital of the Company (as set out below) (the "Shares") within one month of the date of this resolution (on the expiration of which this authority shall expire) and the directors shall have the power to exercise the authority hereby conferred upon them to allot

such shares to such persons and on such conditions as they may in their discretion determine as if Section 89(1) of the Companies Act 1985 did not apply thereto:

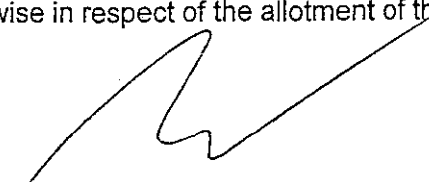
Name of Allottee

No. of Ordinary Shares of £1.00 each

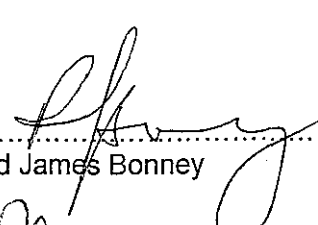
James Michael Muirhead

7,210

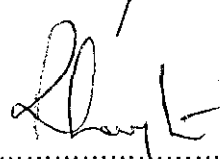
By the below signature on our behalf to the above Written Resolution we hereby waive any right of pre-emption we may have under the Articles of Association of the Company or otherwise in respect of the allotment of the Shares as set out above.

  
.....  
Malcolm David Foster Pye

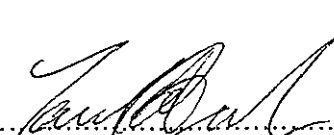
.....28.06.05.....  
Date

  
.....  
Roland James Bonney

.....28.06.05.....  
Date

  
.....  
Ruth Layton

.....28.06.05.....  
Date

  
.....  
Paul Andrew Cook

.....28.06.05.....  
Date