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Company No: 111406

Registered in England and Wales

INSOLVENCY ACT 1986
RESOLUTIONS OF
HOPECAR LIMITED
PASSED
1 JULY 2005

At an Extraordinary General Meeting of the members of the above named company, duly convened and held at St James Building, 79 Oxford Street, Manchester M1 6HT on 1 July 2005 the following resolutions were duly passed.

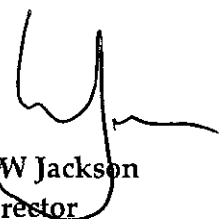
Extraordinary Resolution:-

"**THAT** if the Company is wound up the Liquidator may divide among the members in specie the whole or any part of the assets of the Company and may for that purpose, value any assets and determine how the division shall be carried out as between the members or different classes of members. The Liquidator may, invest the whole or any part of the assets in Trustees upon such trusts for the benefit of the members as he determines, but no member shall be compelled to accept any assets upon which there is a liability."

Special Resolution:-

"**THAT** the company be wound up voluntarily, and that R E C Cook of UHY Hacker Young turnaround and recovery, Chartered Accountants, St James Building, 79 Oxford Street, Manchester M1 6HT be and is hereby appointed liquidator purposes of such winding-up.

DATED 1 JULY 2005


H W Jackson
Director

