THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

OF

GRASEBY OVERSEAS HOLDINGS LIMITED

In accordance with regulation 53 of Table A in the Schedule to the Companies (Table A to F) Regulations 1985, as amended by the Companies (Table A to F)(Amendment) Regulations 1985 the sole member of the company passes the following resolution as a special resolution of the Company:

THAT the amount standing to the credit of the share premium account of the Company be and is hereby cancelled.

For Graseby Limited

Date: 17 May 2006

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