

Company Number: 2111106

**THE COMPANIES ACT 1985 AND THE COMPANIES ACT 1989  
RESOLUTION OF HALIN INVESTMENTS LIMITED**

On the 17th.....day of November.. 2004, the following RESOLUTION IN WRITING (such resolution to have effect as a [special] resolution) was duly passed by all the members of the Company who were at the date thereof entitled to attend and vote at a general meeting of the Company pursuant to section 381A, Companies Act 1985 (as amended):

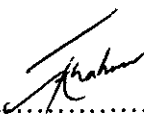
**Elective Resolution**

It is hereby unanimously resolved as an elective resolution in accordance with Section 379A of the Companies Act 1985 ("the Act"):

That: A.) The provisions of Section 80A of the Act shall apply, instead of the provisions of Section 80(4) and (5) of the Act, in relation to the giving or renewal, after the passing of this resolution, of an authority under the said Section 80.

B.) The company hereby elects:

- (i) Pursuant to Section 252 of the Act, to dispense with the laying of accounts and reports before the company in general meeting;
- (ii) Pursuant to Section 366A of the Act, to dispense with the holding of annual general meetings;
- (iii) Pursuant to Section 386 of the Act, to dispense with the obligation to appoint auditors annually.

  
.....  
Secretary

