

MEMBERS VOLUNTARY WINDING UP
RESOLUTIONS

Company number: 02406066

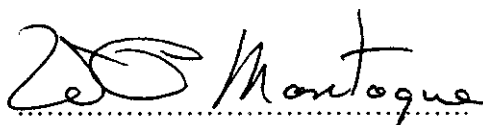
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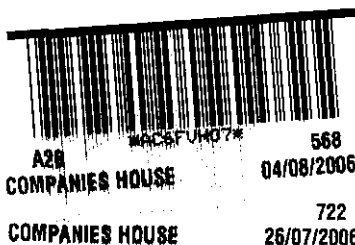
Resolutions of
DAYCO EUROPE LIMITED

At an extraordinary general meeting of the above-named company duly convened at Company Offices in Amherst, NY on June 26, 2006, the following resolutions were passed: Number 1 as a special resolution, the other as an ordinary resolution.

- 1 THAT the company be wound up voluntarily.
- 2 THAT Roderick John Weston of Mazars LLP, 37 Frederick Place, Brighton, East Sussex, BN1 4EA, be appointed liquidator for the purpose of such winding up.

Dated this 26th day of ^{June} 2006
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Chairman



MVL410