

No. of Company: 3675163

MOBILE PARTNERS INTERNATIONAL LIMITED

SPECIAL RESOLUTION

Pursuant to Section 378(2) of the Companies Act 1985
passed on the 13th day of JANUARY 2005

At an EXTRAORDINARY GENERAL MEETING of the above-named Company held at Ohlerkirchweg 35, 41069 Mönchengladbach, Germany on the 13 day of January 2005, the following resolution was duly passed as a SPECIAL RESOLUTION:

- 1 "That the company be wound-up voluntarily."

There being no further business the meeting was declared closed.

Signed



Date

13th Jan 2005



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MOBILE PARTNERS INTERNATIONAL LIMITED

**MINUTES OF AN EXTRAORDINARY GENERAL MEETING OF THE
COMPANY HELD ON THE 13th DAY OF JANUARY 2005
AT OHLERKIRCHWEG 35, 41069 MÖNCHENGLADBACH, GERMANY**

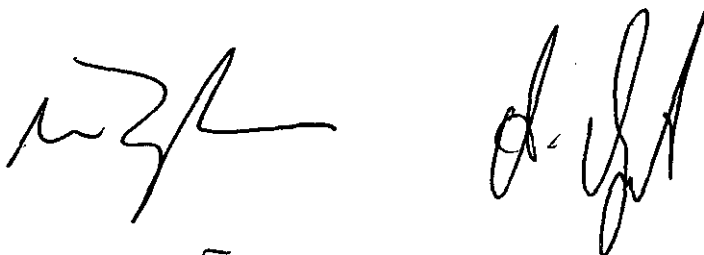
Present: Arnold August
Walter Daguhn

(on behalf of Anycom Technologies GmbH)
(on behalf of Santa Barbara AG)

- 1 All shareholders being present short notice convening the meeting was consented to and taken as read.
- 2 It was proposed that the following resolution be passed as a Special Resolution, namely:

"That the company be wound-up voluntarily."
- 3 There being no further business, the meeting was declared closed.

Signed



Date 13.01.2005