

OMEGA LEASING LIMITED

Company No:
3780306

The Companies Acts 1985 and 1989

We, the undersigned, being all the Members for the time being of the above-named Company entitled to receive notice of and to attend and vote at General Meetings hereby pass the following Resolutions as Ordinary and Elective Resolutions and agree that the said Resolutions shall, pursuant to section 381A of the Companies Act 1985 as amended by the Companies Act 1989, for all purposes be as valid and effective as if the same had been passed at a General Meeting of the Company duly convened and held.

ORDINARY RESOLUTIONS

That the interim management accounts of the Company prepared up to 30 September 2006 indicated that the Company has sufficient distributable reserves to declare an interim dividend as recommended by a Meeting of the Board of Directors on *16th October* 2006 of \$15,000 net per ordinary share in respect of the year ending 31 December 2006 payable on 15 November 2006 to those shareholders registered at close of business on 14 November 2006. The Members noted that no final dividend would be payable in respect of the year ending 31 December 2006.

ELECTIVE RESOLUTIONS

1. *"That pursuant to Section 366A of the Companies Act 1985 (as amended), the Company hereby elects to dispense with the holding of Annual General Meetings in 2006 and subsequent years."*
2. *"That the Company elect to dispense with the obligation to appoint auditors annually pursuant to Section 386 of the Companies Act 1985 (as amended) and to authorise the directors to fix their remuneration from time to time as they should think fit."*
3. *"That pursuant to Section 252 of the Companies Act 1985 (as amended), the Company hereby elects to dispense with the laying of accounts and reports before the Company in general meeting."*

Passed on: *26th October* 2006

The Members:

Shareholders:

ALPHA LEASING LIMITED

