

THE COMPANIES ACTS 1985 AND 1989

A Private Company Limited by Shares

WRITTEN RESOLUTIONS

of

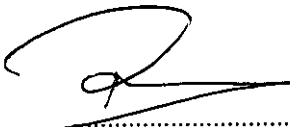
UC Capital Holdings Limited

Pursuant to Section 381A of the Companies Act 1985, as amended by the Companies Act 1989

We, the undersigned, being all members for the time being entitled to attend and vote at general meetings of the above Company, hereby pass the following Resolutions as Elective Resolutions of the Company.

1. That the Company elects to dispense with the holding of Annual General Meetings.
2. That the Company elects to dispense with the laying of accounts and reports before the Company in general meeting.
3. That the Company elects to dispense with the obligation to appoint auditors annually.

SIGNED:



UC Capital Limited

DATED: 13th October 2004

copy sent to Auditors on 13th October 2004

