

Company Number: 4073907

THE COMPANIES ACTS 1985-1989

COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

OF

EUROPA FACILTY HOLDINGS LIMITED

Passed on 14 November 2006

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The following Written Resolutions of the members of the Company were duly proposed and passed on 14 November 2006, which shall have effect as Ordinary and Special Resolutions and which shall be as valid and effective for all purposes as if the same had been duly passed at a General Meeting of the Company duly convened and held:-

WRITTEN RESOLUTIONS OF THE MEMBERS

Reduction of Authorised Share Capital

THAT of the 999,800 Ordinary shares of £1 each in the Capital of the Company which have not been taken up or agreed to be taken up at the date of this resolution, 900,000 be cancelled so that the authorised share capital of the Company be reduced to £100,000.

Sub-Division and Re-designation of Share Capital

THAT the authorised share capital of the Company of £100,000, divided into 100,000 Ordinary shares of £1 each, be sub-divided into 900,000 Ordinary shares of 10p each and 100,000 B Ordinary shares of 10p each, all the shares to rank pari passu in all respects, and the 200 issued Ordinary shares of £1 each be sub-divided into 2,000 Ordinary shares of 10p each.

Renewal of Section 80 Authority to Allot Shares

THAT the Directors of the Company be and are hereby generally and unconditionally authorised pursuant to Section 80 of the Companies Act 1985 to exercise any power of the Company to allot relevant securities of the Company up to a maximum nominal amount of £99,800 during the period of five years from the date of this Resolution.

Capitalisation of Reserves

THAT upon the recommendation of the directors, it is desirable to capitalise the sum of £89,800, (being part of the amount standing to the credit of the profit and loss account as at 31 December 2005) and that such sum be capitalised and accordingly the directors be authorised and directed to appropriate the said sum to the holders of the Ordinary shares in the capital of the company registered at the close of business on 13 November 2006 and to apply such sum in paying up in full at par on behalf of such holders 898,000 Ordinary shares of 10p each (ranking pari passu in all respects with the existing issued Ordinary shares of the company) and that such shares be allotted and distributed credited as fully paid to and among the said holders in the proportion of

449 of the said Ordinary 10p shares for every 1 Ordinary 10p share then held and so that the directors shall have full power to do such acts and things required to give full effect to the said capitalisation, allotment and distribution.

SPECIAL RESOLUTIONS

Change to Memorandum of Association

THAT the existing Clause 5 of the Memorandum of Association shall be and is hereby deleted and the following inserted in substitution therefor: -

"5. The Share Capital of the Company is £100,000 divided into 900,000 Ordinary shares of 10p each and 100,000 B Ordinary shares of 10p each."

Change to Articles of Association

THAT the following shall be inserted as the new Article 3 in the Articles of Association: -

"3. The authorised share capital of the Company is £100,000 divided into 900,000 Ordinary shares of 10p each and 100,000 B Ordinary shares of 10p each."


D J Colbert
Director