

Company No: 4620348

THE COMPANY ACTS 1985

**COMPANY LIMITED BY
SHARES**

**WRITTEN RESOLUTIONS
OF
GIZMONDO EUROPE LIMITED**

Pursuant to Section 381A of the Companies Act 1985 ('the Act')

Passed on 28th February 2005



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COMPANIES HOUSE

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10/03/05

WE, the undersigned members of Gizmondo Limited ("the Company") being all the members who at the date hereof would be entitled to attend and vote at a general meeting of the Company, hereby resolve as follows such Written Resolutions to take affect pursuant to Section 381A of the Act.

WRITTEN RESOLUTIONS

(1) THAT Sven Thiele is authorised to represent the Company in concluding agreements relating to the acquisition of a participation of 100% in the share capital of Blitz F04- 501GmbH. A Company registered with the commercial register of the Frankfurt am Main Local Court under HRB 73620. We also expressly authorise him to:-

(a) enter into an Agreement on behalf of the Company for the purchase and transfer of 2 shares in Blitz FO4 – 501 GmbH in the nominal amount of 24.750,00 Euros from Blitzart Holding AG, Bavariaring 29,80336 Munchen and in the amount of 250 Euros – from Blitz Beteiligungs – GmbH, Bavariaring 29, 80336 Munchem (Share Purchase Agreement).

(b) determine all terms and conditions in connection with the above and to execute on behalf of the undersigned all agreements, make and accept all declarations and take all measures which he considers necessary or appropriate in connection with the forgoing.

(c) exercise our voting rights in the shareholders meeting, amend the articles of association and appoint or recall Managing Directors in Blitz FO4 – 5-1 GmbH.

(d) represent the undersigned vis-à-vis courts, administrative bodies and registers.

(e) delegate when necessary the authority stated herein.

(f) be released from the restrictions under §181 BGB (German Civil Code) and comparable provisions in other jurisdictions prohibiting or limiting self-dealing.

(2) All authority given to Sven Thiele under this written resolution expires on 31st March 2005.

Carl Freer:.....

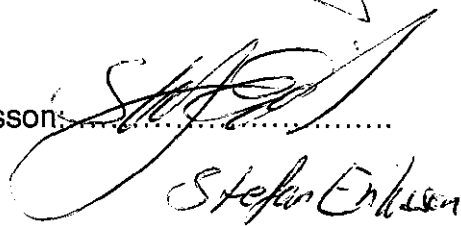
Date: 28-2-05.....

Peter Uf:.....

Date: 28-2-05.....

Stefan Eriksson:.....

Date: 28-2-05.....


Stefan Eriksson