

Company No: 05509873

THE COMPANIES ACTS 1985 & 1989

COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

- of -

ZENERGY POWER LIMITED

RESOLVED 7 August 2006

We, the undersigned, being the Members for the time being of the above-named Company entitled to receive notice of and to attend and vote at General Meetings at which the following resolution is proposed HEREBY PASS the following written resolution and agree that the said resolution shall, pursuant to Regulation 53 in Table A as contained in the Companies (Table A to F) Regulations 1985 for all purposes be as valid and effective as if the same had been passed as a special resolution at a General Meeting of the Company duly convened and held:

1. **THAT:**

1.1 the nominal value of the Company's allotted share capital being not less than £50,000 as required by section 118 of the Companies Act 1985:

1.1.1 the Company be re-registered as a public limited company;

1.1.2 clause 2 in the Company's Memorandum of Association be replaced with the following:

"2. The Company is to be a public company."

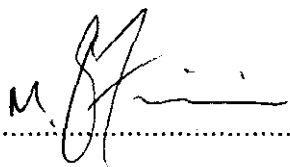
1.1.3 clause 5 of the Memorandum of Association be deleted and replaced with the following:

"5. the Company's share capital is £1,000,000 divided into 100,000,000 ordinary shares of £0.01 each."



and that the existing clauses of the Memorandum of Association be re-numbered accordingly and that reference to the Company as a private company be amended to refer to the Company as a public company in the Memorandum of Association of the Company, as provided in the form annexed hereto; and

- 1.2 the Regulations contained in the printed document attached hereto be and the same are hereby approved and adopted as the Articles of Association of the Company in substitution for all the existing Articles of Association.

Signed:  .....

Print name: MICHAEL FITZGERALD .....

Signed: .....

**Dr. Jürgen Kellers**

**For and on behalf of ATQ Holdings Ltd.**

Signed: .....

**Dr. Jens Müller**

Signed: .....

**Dr. Jan Wiezoreck**

Signed: .....

**Dr. Carsten Bühner**

Signed: .....

**Dr. Stefan Remke**

Signed: .....

**Klaus-Jürgen Seibt**

Signed: .....

**Dr. Michael Bäcker**

Signed: .....

Print name: .....

Signed: .....

**Woody Gibson**

**For and on behalf of Jane Capital  
Partners LLC.**

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Print name: .....

**Dr. Jürgen Kellers**

**For and on behalf of ATQ Holdings Ltd.**

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Signed: .....

**Dr. Jens Müller**

**Dr. Jan Wiezoreck**

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**Dr. Carsten Bühner**

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**Dr. Michael Bäcker**

Signed:.....

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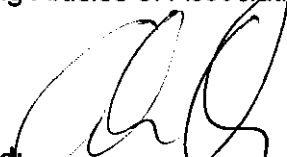
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Print name: .....

Signed: .....

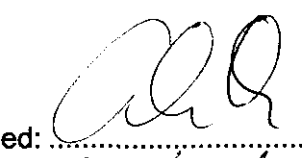
Dr. Jürgen Kellers

  
by power of attorney  
dated 14.7.06  
Carsten Bühner

For and on behalf of ATQ Holdings Ltd.

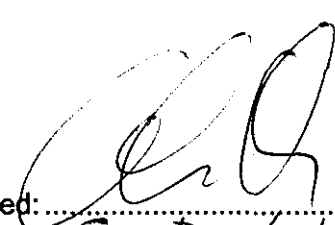
Signed: .....

Dr. Jens Müller

  
by power of attorney  
dated 18.7.06  
Carsten Bühner

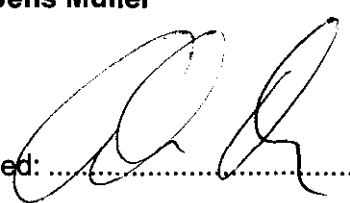
Signed: .....

Dr. Jan Wiezoreck

  
by power of attorney  
dated 4.8.06  
Carsten Bühner

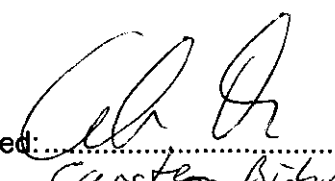
Signed: .....

Dr. Carsten Bühner



Signed: .....

Dr. Stefan Remke

  
by power of attorney  
dated 13.7.06  
Carsten Bühner

Signed: .....

Klaus-Jürgen Seibt

Signed: .....

Print name: .....

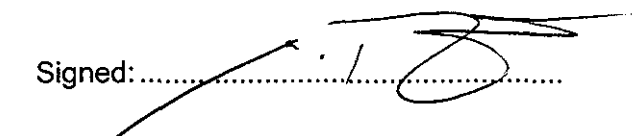
For and on behalf of Jane Capital Partners LLC.

Signed: .....

Dr. Michael Bäcker

Signed: .....

~~Woody Gibson~~  
Dr. Michael Bäcker



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Print name: .....

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**For and on behalf of ATQ Holdings Ltd.**

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**Dr. Jens Müller**

**Dr. Jan Wiezoreck**

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Signed: .....

**Dr. Carsten Bühner**

**Dr. Stefan Remke**

Signed: .....

Signed: .....

**Klaus-Jürgen Seibt**

**Dr. Michael Bäcker**

Signed:  .....

Signed:  .....

Print name: Jane D. Lindner .....

**Woody Gibson**

**For and on behalf of Jane Capital  
Partners LLC.**