

Registered No: 05632471

THE COMPANIES ACT 1985 (AS AMENDED) (THE "ACT")

COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

- of -

SENSTRONICS HOLDINGS LIMITED

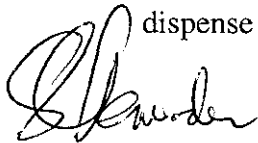
(the "Company")

(passed on 4 December 2005)

Pursuant to Regulation 53 of Table A as defined in and as incorporated into and amended by the Articles of Association of the Company, we, the undersigned, being the sole member of the Company which, at the time would be entitled to attend and vote at a general meeting of the Company **HEREBY RESOLVE** as follows, such written resolutions to take effect as Elective Resolutions pursuant to Section 379A of the Act:

ELECTIVE RESOLUTIONS

1. THAT in accordance with section 366A of the Act, the Company shall dispense with the holding of annual general meetings.
2. THAT in accordance with section 252 of the Act, the Company shall dispense with the laying of accounts and reports before the Company in general meetings.
3. THAT in accordance with section 386 of the Act, the Company shall dispense with the obligation to appoint auditors annually.



For and on behalf of
WCPHD Nominees Limited

