

Registered No: 05632471

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

COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

-of-

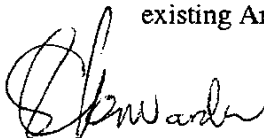
**SENSTRONICS HOLDINGS LIMITED
(the "Company")**

(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:

RESOLUTIONS

1. That the existing authorised share capital of the Company of £1,000 divided into 1000 Ordinary Shares of £1 each be subdivided into 100,000 Ordinary Shares of £0.01 each. For the avoidance of doubt, this subdivision also applies to the one existing Ordinary Share of £1 issued to WCPHD Nominees Limited.
2. That the existing authorised share of the Company be increased from £1,000 to £100,000 by the creation of 9,900,000 new Ordinary Shares of £0.01 each ranking pari passu in all respects with the Ordinary Shares of £0.01 in the capital of the Company in issue on the date of passing of resolution 1. above.
3. That the authorised share capital of the Company of £100,000 divided into 10,000,000 Ordinary Shares of £0.01 each, as a result of resolutions 1 and 2 above, be re-designated as 5,000,000 "A" Ordinary Shares of £0.01 each and 5,000,000 "B" Ordinary Shares of £0.01 each. This re-designation also applies to the 100 existing issued Ordinary Shares of £0.01 which are to be re-designated as 100 "A" Ordinary Shares of £0.01 each.
4. That the Articles of Association attached hereto and initialled for the purpose of identification by the sole member be and are hereby adopted with immediate effect as new Articles of Association of the Company in substitution for the existing Articles of Association adopted on incorporation of the Company.



For and on behalf of
WCPHD Nominees Limited

LONDON 170362v1

