

**EXTRACT SPECIAL RESOLUTION of Freelance Euro Services (MCIII) Limited passed by the members of the said company at Members Written Resolution on 21<sup>st</sup> April 2004**

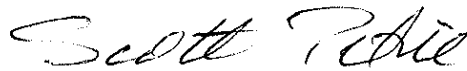
**Resolved**

- 1) That the existing issued A1 Ordinary Share of £1.00 and A2 Ordinary Share of £1.00 in the capital of the Company registered in the name of Henry Duncan and Christian Duncan immediately prior to the passing of this resolution be and are both hereby reclassified as Ordinary Shares of £1.00 each conferring upon the holder thereof the rights, privileges and restrictions as set out in the Memorandum and Articles of Association.
- 2) That the balance of the existing authorised but unissued share capital of 998 different classes of Ordinary Shares all of £1.00 each, which are respectively named A3 to A1000, in the capital of the Company immediately prior to the passing of this resolution are all hereby reclassified as Ordinary Shares of £1.00 each conferring upon the holders thereof the rights, privileges and restrictions as set out in the Memorandum and Articles of Association.
- 3) a) Clause 5 of the Memorandum of Association of the Company should be deleted and replaced with "The company's share capital is £1000 divided into 1000 ordinary shares of £1 each with power, subject to the provisions of the Companies Act 1985 or any Act amending the same, to increase or reduce the capital to purchase the company's own shares and to consolidate, sub-divide, or otherwise deal with shares forming the capital and to convert paid-up ordinary shares into stock and re-convert that stock into paid-up preference shares, redeemable or irredeemable; the shares forming the capital (original, increased or reduced) may be divided into such shares, with liens, preference and other special incidents and held on such terms as may be prescribed by the company's articles of association for the time being, or as the company may from time to time determine in accordance with the said Act."; and  
b) Clause 3 of the Articles of Association of the Company should be deleted and replaced with "The share capital of the company at the adoption of these Articles is £1000 divided into 1000 Ordinary Shares of £1 each.



4) It was resolved that the provisions of section 80A of the Companies Act 1985 ('the Act') shall apply, instead of the provisions of section 80(4) and (5) of the Act, in relation to the giving or renewal, after the passing of this resolution, of authority to the directors for the allotment of shares, and accordingly the directors are hereby authorised generally and unconditionally to allot any shares for the time being in the capital of the Company and to grant rights to subscribe for or convert securities into shares up to a maximum of 998 Ordinary Shares of £1.00 each without limit in point of time to such persons upon such terms and in such manner as the directors may decide.

10



**Freelance Euro Contracting Limited – Company Secretary**

On behalf Of  
**Freelance Euro Contracting Ltd**  
**Authorised Signatory**

**Aberdeen, 21<sup>st</sup> April 2004**

**Certified a true copy**