

Company No 00554247

The Companies Act 1985 and The Insolvency Act 1986

Company Limited By Shares

Written Resolutions of the Members of

FINOVA Capital Corporation Limited ("the Company")

We, FINOVA Capital Limited, being the sole member of the Company, hereby resolve that the subjoined Resolutions take effect, the first as a Special Resolution and the second and third as Extraordinary Resolutions and the fourth as an Ordinary Resolution:

Special Resolution

1. That the company be wound up voluntarily and that Stephen Robert Cork, Licensed Insolvency Practitioner of Smith & Williamson Limited, is hereby appointed Liquidator of the company ("the Liquidator") for the purposes of such winding up.

Extraordinary Resolutions

2. That in accordance with the provisions of the company's Articles of Association, the Liquidator is hereby authorised to distribute among the members in specie all or any part of the assets of the company as he shall think fit.
3. That the Liquidator is hereby empowered pursuant to Section 165 of the Insolvency Act 1986 to exercise any of the powers specified in Part 1, Schedule 4 of the Insolvency Act 1986.

Ordinary Resolution

4. That the remuneration of the Liquidator and his staff for pre-liquidation matters including convening and holding the Meeting of Members and assistance with the preparation of the Declaration of Solvency; and in attending to post-appointment matters arising in the winding up of the company; shall be drawn by him on a time cost basis as and when realisations allow, plus disbursements and VAT.

Signatures


For and on behalf of FINOVA Capital Limited

PHILIP DONNELLY
Print Name

3 April 2006

