

Company number: 1019844

THE COMPANIES ACT 1985  
COMPANY LIMITED BY SHARES

RESOLUTIONS

OF

KCS MANAGEMENT SYSTEMS LIMITED  
(the "Company")

NOTICE is hereby given that on 21st April, 2005 the following resolutions were duly passed by means of a written resolution pursuant to section 381 of the Companies Act 1985:

RESOLUTIONS

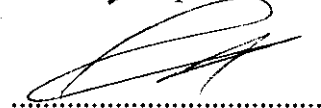
1. **Ordinary resolution**

That the directors be and they are hereby authorised and directed to enter into and execute on behalf of the Company a loan agreement (the "**Loan Agreement**") in the form produced to the meeting and, for the purpose of identification, initialled by the chairman.

2. **Special resolution**

That, pursuant to the requirements of sub-section 155(4) of the Companies Act 1985 (the "**Act**"), the giving by the Company of financial assistance within the meaning of section 152(1) of the Act to KCS Global Limited by the execution of the Loan Agreement (as described in the ordinary resolution numbered 1 above) and the advance of a loan thereunder be and is hereby approved and that the directors' statutory declaration and auditor's report produced to the meeting and, for the purpose of identification, initialled by the chairman be and are hereby approved.

Dated: 21st April 2005



Alan Snell  
(Secretary)

