

THE COMPANIES ACTS 1985 AND 1989

COMPANY LIMITED BY SHARES

RESOLUTIONS IN WRITING

of

OMICRON BUSINESS LEASING LIMITED ("COMPANY")

In accordance with section 381A of the Companies Act 1985, we, being the sole member of the Company who, at the date of these resolutions, is entitled to attend and vote at a general meeting of the Company, **hereby resolve:**

SPECIAL RESOLUTION

1 **THAT** the FOLLOWING CHANGES BE MADE TO THE Company's articles of association:

1.1 A new article 17.A be inserted as follows:

"The second sentence of regulation 88 be deleted."

1.2 A new article 5.A be inserted as follows:

"The last sentence of regulation 37 be deleted."

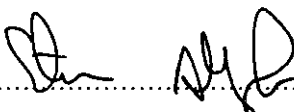
1.3 A new article 22 be inserted as follows:

"22. Notices

The third sentence of regulation 112 be deleted and replaced with the following:

A member whose registered address is not within the United Kingdom and who gives to the company an address within the Federal Republic of Germany at which notices may be given to him [, or an address to which notices may be sent using electronic communications,] shall be entitled to have notices given to him at that address, but otherwise no such member shall be entitled to receive any notice from the company."

Signed:

.....

Dated:

.....1 November 2004.....

