

Company No: 2354253

The Companies Acts 1985 to 1989

COMPANY LIMITED BY SHARES

BAINBRIDGE INTERNATIONAL LIMITED

WRITTEN RESOLUTION

(Pursuant to s.381A of the Companies Act 1985)

Dated: 5/8/2002

Pursuant to Section 381A of the Companies Act 1985, I **MICHAEL CUSCIA**, the undersigned, being the duly authorised representative of Bainbridge International Inc, the Sole Member of the Company who at the date of this Resolution is entitled to attend and vote at a General Meeting of **BAINBRIDGE INTERNATIONAL LIMITED, HEREBY RESOLVE:**

THAT the authorised share capital of the Company be increased to £2,000,000 by the creation of 1,000,000 Ordinary Shares of £1 each to rank pari passu for all purposes with the existing Ordinary Shares in the capital of the Company.

THAT the directors are hereby unconditionally authorised for the purposes of Section 80 of the Companies Act 1985 to allot shares up to the amount of the authorised capital (£2,000,000) at any time or times during the period of five years from the date of this resolution.

For and on behalf of
Bainbridge International Inc

