

Company No: 2378676

THE COMPANIES ACTS 1985-1989

THIS IS TO BE A TRUE AND
COMPLETE COPY OF THE ORIGINAL
DATED 19th DAY OF January 2007
PANNONE LLP
SOLICITORS
123 DEANS GATE
MANCHESTER M3 2BU

PUBLIC COMPANY LIMITED BY SHARES

NOTICE OF PASSING OF RESOLUTIONS

- of -

BAI INTERNATIONAL plc

("the Company")

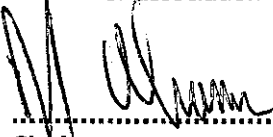
On the 15th day of September 2006 the following resolutions were passed as special resolutions of the Company at an extraordinary general meeting of the members of the Company:-

SPECIAL RESOLUTIONS

1. **THAT** the company be re-registered as a private company under the Companies Act 1985 by the name of BAI International Limited
2. **THAT** the memorandum of association of the Company be amended accordingly as follows:
 - 2.1 By the deletion of clause 1 and substitution for it:
"1. The Company's name is BAI International Limited."
 - 2.2 By deleting clause 2 and substituting it for:
" 2. The Company is to be a private company limited by shares."
 - 2.3 By adding the following clause as clause 6:
"6. The Company's share capital is £50,000 divided into 50,000 ordinary shares of £1 each".



3. **THAT** the regulations contained in the document submitted to the meeting and for the purposes of identification signed by the chairperson be approved and adopted as the articles of association of the Company in substitution for and to the exclusion of the existing articles of association


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Chairman

Date: 15th September 06