

# XOCHIPILLI INC. LIMITED

Company No:  
2660321

The Companies Acts 1985 and 1989

We, the undersigned, being all the Members for the time being of the above-named Company entitled to receive notice of and to attend and vote at General Meetings hereby pass the following Resolutions as Elective Resolutions and agree that the said Resolutions shall, pursuant to section 381A of the Companies Act 1985 as amended by the Companies Act 1989, for all purposes be as valid and effective as if the same had been passed at a General Meeting of the Company duly convened and held.

## Elective Resolutions

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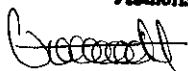
1. That pursuant to Section 366A of the Companies Act 1985 (as amended), the Company hereby elects to dispense with the holding of Annual General Meetings in 2005 and subsequent years.
2. THAT, with effect from the date of passing this Elective Resolution, in accordance with Section 252 of the Companies Act 1985 the Directors shall not be required to lay accounts and reports before the Company in General meetings.

Passed on: 6th October 2005

The Members:

**£1.00 Ordinary shareholders:**

**For Globalwide Limited  
Authorised Signatory**



GLOBALWIDE LIMITED

**For Grosvenor Administration Limited**



**Authorised Signatory**

GROSVENOR ADMINISTRATION LIMITED

WEDNESDAY



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COMPANIES HOUSE