

*disc
Ord. Res
"in specie"*

COMPANY NUMBER 02669466

THE INSOLVENCY ACT 1986
COMPANY LIMITED BY SHARES
RESOLUTIONS OF
METIER INTERNATIONAL HOLDINGS LIMITED

PASSED 10 JUNE 2008

At a General Meeting of the above named Company duly convened and held at the offices of Trilog Enterprises Inc, 6011 West Courtyard Drive, AUSTIN, Texas TX78730, USA on 10 June 2008 at 10 30am the following Resolutions were passed

RESOLUTIONS

Special Resolution

- 1 "That the company should be wound up voluntarily and that it be wound up pursuant to the provisions of Section 84(b) as a Members' Voluntary Liquidation"

Ordinary Resolution

- 2 "That Garry Arthur Hacker of Chantrey Vellacott DFK, Cornthian House, 17 Lansdowne Road, Croydon CR0 2BX and David John Oprey of Chantrey Vellacott DFK, 16/17 Boundary Road, Hove, East Sussex BN3 4AN, be and are hereby appointed Joint Liquidators for the purpose of such winding up"
- 3 "That the Liquidators be and are hereby authorised to draw remuneration on the basis of their firm's time costs at the agreed charge out rates, plus out of pocket disbursements VAT at the standard rate will be charged on such costs"
- 4 "That if required, the Liquidators be and are hereby authorised to divide among the members, in specie, all or part of the assets of the Company"

S P Fallon

S P FALLON, CPO

Dated *June 10, 2008*

Chairman of the Meeting

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COMPANIES HOUSE