

2845757

**WRITTEN RESOLUTION**

**THE COMPANIES' ACTS 1985 – 1989**

**SPECIAL RESOLUTION OF TECHNOCOVER LIMITED ("the Company")**

**Pursuant to Section 381(A) of the Companies' Act 1985 ("the Act")**

Passed the *Sixteenth* day of *December* 2005.

We, the undersigned, being all the members of the above-named Company who, when the resolution referred to below is signed by or on behalf of the last member to sign, would be entitled to attend and vote at a General Meeting of the Company, AGREE the following resolution as a written resolution of the Company in accordance with Section 381(A) of the Act;

that:

"The Articles of Association of the Company be altered by inserting at the commencement of Regulation 30 the following words:

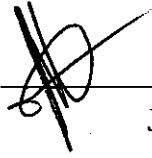
"In the event of a person becoming entitled to any shares in consequence of the death or bankruptcy of a member, the other members of the Company shall have the right to serve notice upon such a person requiring such person to transfer all such shares to the other members of the Company as agreed between them or, in the event of no such agreement, pro-rata to the number of shares held by such a person in the Company at a price either to be agreed or in the event of no agreement to be determined by the Auditors of the Company as a fair value of such shares on the basis of an arm's length transaction as between a willing vendor and a willing purchaser, and that the fair value of each such share shall be its value as a rateable proportion of the total value of all issued shares of the Company and shall not be discounted or enhanced by reference to the number of shares to be transferred. In the event of no such notice being served then....."

Dated *16<sup>th</sup>* day of *DECEMBER*, 2005 by order of the Board

SIGNED   
DAVID HAYDN WILLIAMS



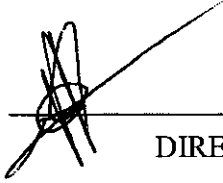
SIGNED



JAMES THOMAS JONES

The above is a record of the resolution agreed to in accordance with Section 381(A) of the Act and of the signatures to it.

SIGNED



DIRECTOR / ~~SECRETARY~~