

Company Number: 03275686

THE COMPANIES ACTS 1985 TO 1989

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION OF THE MEMBERS OF

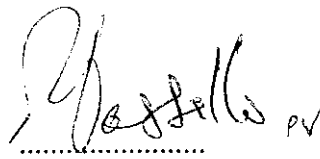
CUMBRIAN HOLDINGS LIMITED

By way of written resolution pursuant to section 381A and Schedule 15A of the Companies Act 1985 (as amended) made by all of the members of the Company entitled to attend and vote at a general meeting of the Company for the purposes of the following business passed on 18 JAN 2005 the following SPECIAL RESOLUTION was duly passed:

Special Resolution

THAT the terms of the proposed contract in the form of the draft circulated with this resolution and initialled for the purposes of identification by the Company secretary whereby the Company will become entitled and obliged to purchase from Richard Portergill 50,000 Ordinary Shares of £1.00 each in the capital of the Company, be and are hereby approved, and any two directors of the Company or any one director of the Company and the Company secretary, be and hereby are authorised to execute the same on behalf of the Company and to fulfil all the obligations of the Company thereunder.

Signed:

 PV

Director

Dated:

Registered Office: Solway Trading Estate
Maryport
Cumbria
CA15 8NF

