

**THE COMPANIES ACT 1985  
COMPANY LIMITED BY SHARES**

**EXECUTIVE HOLDINGS LIMITED  
Company Number: 3288769**

We the undersigned, being all of the members of the above-named Company for the time being entitled to receive notice of, attend and vote at general meetings of the Company hereby pass the following resolution and agree that the said resolution shall have effect as a written resolution of the Company in accordance with the provisions of s.381A Companies Act 1985 (the "Act") and accordingly, shall for all purposes be as valid and effective as if the same had been passed as a special resolution at a general meeting of the Company duly convened and held:-

**WRITTEN RESOLUTION**

THAT the Directors of the Company and of Executive Group Limited (a wholly owned subsidiary of the Company) ("Group") are generally and unconditionally authorised for the purposes of s.320 of the Act, the Articles of Association of each of the Company and Group, and otherwise, to:-

- (a) execute, deliver and perform any document required to be entered into by the Company or Group as its deed or otherwise by the affixing of the common seal of the Company or Group thereto in accordance with the provisions of the Articles of Association of the Company or Group or by the signature thereof by any two Directors of the Company or Group or any Director and the Secretary of the Company or Group, subject to such amendments (if any) as the persons witnessing the affixing of the common seal thereto or executing the same for the Company or Group may in their absolute discretion approve (their approval being conclusively evidenced by their signing the document in question); and
- (b) sign, execute and deliver any document required to be entered into on behalf of the Company or Group, subject to such amendments (if any) as any Director of the Company or Group may in his absolute discretion approve (his approval being conclusively evidenced by his signing the document in question); and
- (c) attend to all ancillary matters and to do all such other acts and things (including, without limitation, to agree the terms of, approve, sign, execute and deliver any deed, agreement, undertaking, shareholder resolution or other document) as he may in his absolute discretion consider necessary or desirable,

for or in connection with the sale by Group to Servest Limited, Jeffrey Paul Flanagan, David Andrew Noel and David Conrad Hylton (all being shareholders of the Company and being or being connected to Directors of the Company and Group) of the property at Unit 1, Greenfield Technology Park, Bassendale Road, Bromborough, Wirral CH62 3RJ for a consideration of £240,000.00 and the entering into by Group of a lease of such property for an initial term of 12 months (subject to a right of termination on 3 months' notice by either party) and an initial rent of £25,000 per annum.



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Servest Limited

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David Andrew Noel

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Jeffrey Paul Flanagan

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David Conrad Hylton

Dated: 4/14/03