

RESOLUTION OF THE FIRST DIRECTOR APPOINTING NEW DIRECTORS AND A NEW SECRETARY AND RESIGNATION FROM OFFICE OF THE FIRST DIRECTOR AND FIRST SECRETARY OF

3473715

WORLDRETRO LIMITED

Resolved by all the Directors for the time being pursuant to the Company's Articles of Association:

(a) That the following persons, having consented to act, are hereby appointed directors of the Company in succession to the first Director, whose resignation is set out below:-

Paul Parry
Keith Bolton


(b) That Colin Fellowes

who has consented to act, is hereby appointed Secretary of the Company in succession to the first secretary whose resignation is set out below.

Following the approval of the above resolutions, **INSTANT COMPANIES LIMITED**, the sole Director of the Company appointed on formation of the Company hereby resigns from office, and declares that it has no past or present claims against the Company.

Signed:  (Authorised Signatory of **INSTANT COMPANIES LIMITED**)

SWIFT INCORPORATIONS LIMITED, the Secretary appointed on formation of the Company hereby resigns from office at the date set out below, and declares that it has no past or present claims against the Company.

Signed:  (Authorised Signatory of **SWIFT INCORPORATIONS LIMITED**)

Date: 19/12/97

CERTIFICATE OF NON-TRADING TO WHOM IT MAY CONCERN

INSTANT COMPANIES LIMITED the sole Director of the above-named Company hereby certifies that the above-named Company has not traded since incorporation and to this date has no outstanding debts or liabilities whatsoever.

Signed:  (Authorised Signatory of **INSTANT COMPANIES LIMITED**)

Date: 19/12/97

