

**THE COMPANIES ACTS 1985 AND 1989**

**PRIVATE COMPANY LIMITED BY SHARES**

**Odyssey Venture Partners Limited**

Registered number: 3913139

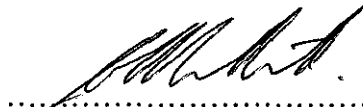
**WRITTEN RESOLUTION**

In accordance with regulation 53 of Table A ("Table A") in the schedule to the Companies (Tables A to F) Regulations 1985 (as amended), we, the undersigned, being the sole member of the Company entitled for the time being to attend and vote at general meetings of the Company hereby resolve that the following resolutions of the Company and agree that the said resolution shall for all purposes be as valid and effectual as if the same had been passed at a general meeting of the Company duly convened and held with the requisite notice:

THAT:

- (a) the Company will dispense with the requirement to lay accounts before its members as permitted by s.252 Companies Act 1985, Pt VII, Ch II.
- (b) the Company will dispense with the requirement to hold an Annual General Meeting as permitted by s.366A Companies Act 1985, Pt XI, Ch IV.
- (c) the Company will dispense with the annual appointment of auditors as permitted by s.386 Companies Act 1985, Pt XI, Ch V.

Dated: 22 October 2003



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for and on behalf of  
Pacific Investments PLC

