

Company Number : 3976059

THE COMPANIES ACTS 1985 TO 1980

COMPANY LIMITED BY SHARES

RESOLUTIONS

-of-

VIELIFE HOLDINGS LIMITED

Passed on 25 November 2002

At an extraordinary general meeting of the above-named Company duly convened and held at 72 – 76 Borough High Street, London SE1 1XF on the above date the following resolutions were duly passed:

ORDINARY RESOLUTIONS

- 1 The authorised share capital of the Company be increased by £13,490,000 to £15,768,043 by the creation of 13,490,000 Ordinary Shares of £1.00 each in the share capital of the Company.
- 2 The directors of the Company be generally and unconditionally authorised in accordance with section 80 of the Companies Act 1985 to exercise all the powers of the Company to allot the Ordinary Shares up to their aggregate nominal amount. The authority conferred by this resolution shall be for a period of five years from the date of the passing of this resolution except that the Company may before the end of such period make any offer or agreement which would or might require equity securities to be allotted after such period, and the directors of the Company may allot equity securities in pursuance of any such offer or agreement as if the power conferred by this resolution had not expired.

SPECIAL RESOLUTION

- 3 Article 2.1 of the articles of association of the Company be amended by the deletion of the following:

"...£2,266,667 divided into 1,700,000 Ordinary Shares and ..."

and the substitution therefor of:

"...£15,768,043 divided into 15,190,000 Ordinary Shares and..."

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Chairman

