

Company no. 4191186

**THE COMPANIES ACT 1985**

**WRITTEN RESOLUTIONS**

**OF THE MEMBERS OF**

**C02e.COM LIMITED**

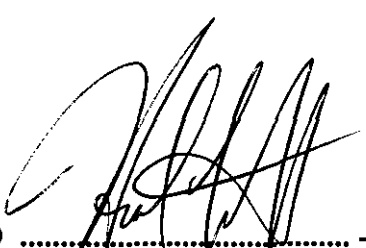
We, the undersigned, being all the Members of the above Company for the time being having a right to attend and vote at General Meetings, hereby pass the following Resolutions pursuant to the provisions of the Company's Articles of Association:

**ELECTIVE RESOLUTIONS**

1. **THAT**, pursuant to Section 366A of the Companies Act 1985, the holding of the Company's Annual General Meeting be and is hereby dispensed with.
2. **THAT**, pursuant to Section 252 of the Companies Act 1985, the laying of Accounts and Reports before the Company in General Meeting be and is hereby dispensed with.
3. **THAT**, pursuant to Section 386 of the Companies Act 1985, the obligation to appoint Auditors annually be and is hereby dispensed with.

**ORDINARY RESOLUTION**

4. **THAT**, the Board of Directors be and is hereby authorised to agree the Auditor's remuneration as required from time to time until such time as the Elective Resolution to dispense with the annual appointment of Auditors is revoked.

  
SIGNED ..... - Duly Authorised  
FOR AND ON BEHALF OF  
C02e.com LLC

Date Signed 20 August 2001



THE COMPANIES ACT 1985

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AN UNLIMITED COMPANY HAVING A SHARE CAPITAL

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WRITTEN RESOLUTION

of

C02e.COM LIMITED

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Passed 3 August 2001

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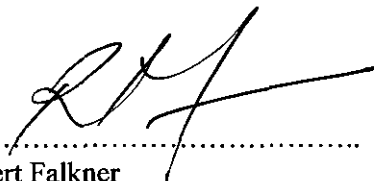
In accordance with section 381A of the Companies Act 1985 the following Resolutions were agreed to and duly passed on 3 August 2001 as Elective and Ordinary Resolutions:

**ELECTIVE RESOLUTIONS**

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**ORDINARY RESOLUTION**

4. **THAT**, the Board of Directors be and is hereby authorised to agree the Auditor's remuneration as required from time to time until such time as the Elective Resolution to dispense with the annual appointment of Auditors is revoked.

  
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Robert Falkner  
Director