

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

FKI HELIOS LIMITED (the "Company")

On 18 December 2007 the following resolution was duly passed as a written resolution of the Company having effect as a special resolution ("**Special Resolution**") in accordance with the provisions of Chapter 2 of Part 13 of the Companies Act 2006 by the relevant majority of the eligible members of the Company who, at the date of circulation of the resolution, were entitled to vote on the resolution -

THAT the share capital of the Company be reduced from £100,000,000 divided into 100,000,000 ordinary shares of £1 each to £25,000,000 divided into 100,000,000 ordinary shares of 25p each and that such reduction be effected by cancelling paid-up capital to the extent of 75p on each of the 80,000,001 issued ordinary shares of £1 each in the capital of the Company and reducing the nominal amount of each share whether issued or unissued from £1 to 25p accordingly.

Signed

Director/Secretary

WEDNESDAY



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09/01/2008

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21/12/2007

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