Number of Company: 4288208

THE COMPANIES ACT 1985

WRITTEN RESOLUTION (Pursuant To Section 381A of the Companies Act 1985)

OF

ALTEDGE CAPITAL (UK) LIMITED

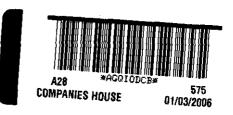
By Written Resolution of the shareholders of the Company, approved on the 22nd day of February 2006, the subjoined Special Resolution was duly passed.

SPECIAL RESOLUTION

THAT the Articles of Association of the Company be amended by the insertion of the following as new Article 4(iii), namely:-

"(iii) Conversion to equity: Conversion of the Preference Shares shall be effected in such manner as the directors shall, subject to the provisions of the Statutes, from time to time determine."

Altedge Capital Management Limited



Number of Company: 4288208

CLASS CONSENT IN WRITING OF CLASS SHAREHOLDER OF ALTEDGE CAPITAL (UK) LIMITED

We, the undersigned, being the holder of the total issued redeemable non-cumulative preference shares of £1.00 each in the capital of the Company hereby consent to the variation of the rights attached to such class of shares by agreeing to the passing as a special resolution of the resolution to be proposed as a written resolution on 22 February 2006 and to the alteration or abrogation of any of the special rights attaching to the said redeemable non-cumulative preference shares effected thereby or involved therein and direct and authorise the Directors to act pursuant to such resolution.

Altedge Capital Management Limited

Date: 22 February 2006