

Number of Company: 4333049

THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES
RESOLUTIONS OF DEVELOPMENT HELL LIMITED
(Pursuant to the Companies Act 1985)
passed on the 28th October 2005

AT AN EXTRAORDINARY GENERAL MEETING of the Company held at 90-92 Pentonville Road, London, N1 9HS on 28th October 2005 at 11 am the following resolutions were passed:

ORDINARY RESOLUTION

1. That the directors be authorised to issue shares applied for in accordance with the letters of application thereof, provided that such authority shall expire 28 days after the passing of this resolution.

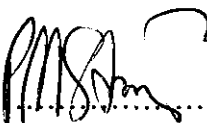
SPECIAL RESOLUTIONS

2. To increase the authorised share capital of the company from £2,569.40 to £3,597.20 by the creation of 9030 ordinary shares of £0.10 each and the creation of 1248 preference shares of £0.10 each.
3. To amend the articles of association of the Company by the addition of a new article 3 that states as follows:
 - "3. The share capital of the Company at the amendment of the Articles is £3597.20 divided in to 34724 ordinary shares of £0.10 each and 1248 preference shares of £0.10 each. The ordinary shares and the preference shares shall have the same rights and privileges and shall rank *pari passu* in all respects save that:
 - 3.1 The preference shares shall not entitle the holders to receive notice of, or attend or vote at any general meeting of the Company;
 - 3.2 The holders of the preference shares shall be entitled in priority to any payment on any other class of share to a cumulative preferential dividend of 9% per annum of the par value of the holder's preference shares together with any premium paid on them. The dividend shall be payable by way of instalments on 30th June and 31st December of each year. If the Company is unable to pay the dividend due on any given date the amount due

shall remain due and payable to the holder of the preference shares in addition to any future dividend due to the holder;

- 3.3 *Subject to the above, profits of the Company available for dividend and resolved to be distributed shall be distributed by way of dividend among the holders of the ordinary shares;*
- 3.4 *On a return of capital on liquidation or otherwise the assets of the Company available for distribution among members shall be applied in repaying to the holders of the preference shares the amounts paid up on such shares together with a sum equal to any arrears of dividend thereon to be calculated down to the date of the return of capital. The preference shares shall rank on a return of capital on liquidation or otherwise in priority to any other shares or stock of the Company for the time being in issue;*
- 3.4 *If the Company is unable to pay the dividend payments to the holder of preference shares on six consecutive occasions, the holder of preference shares shall have the right to convert all (but not part only) of his preference shares into fully paid ordinary shares;*
- 3.5 *The Company may redeem the preference shares at par value together with any premium paid and any dividends accrued upon them to the date of redemption. The right of redemption shall be exercisable by delivery by the Company to the holder of the preference shares of a notice in writing to that effect;*
- 3.6 *If the Company redeems the preference shares within three years of the date upon which the preference shares are issued the Company shall pay to the holder the sum of £24.52 per share in addition to any sums due in accordance with article 3.5 above."*

Date: 28th October 2005


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Chairman