

Company No: 04617115

THE COMPANIES ACTS 1985-1989

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

- of -

FIRSTASSIST GROUP LIMITED

(the "Company")

TUESDAY



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A45

09/01/2007

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COMPANIES HOUSE

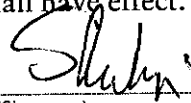
Passed on 29 December 2006

The following resolution was passed as a Written Resolution of the Company on the date set out above in accordance with the Articles of Association which would otherwise have been passed as a Special Resolution:

It was resolved that:

- 1) the authorised share capital of the Company be increased to £10,000,000.00 by the creation of 9,999,900 new ordinary shares of £1 each to rank pari passu in all respects with the existing shares in the capital of the company;
- 2) the directors be and they are hereby generally and unconditionally authorised pursuant to section 80 of the Companies Act 1985 (the "Act") to exercise any power of the Company to allot and grant rights to subscribe for or convert securities into shares of the Company up to a maximum nominal amount equal to the nominal amount of the authorised but unissued share capital at the date of the passing of this resolution, provided that the authority hereby given shall expire five years after the passing of this resolution unless previously renewed or varied save that the directors may, notwithstanding such expiry, allot any shares or grant any such rights under this authority in pursuance of an offer or agreement so to do made by the Company before the expiry of this authority; and
- 3) in accordance with section 95 of the Act, section 89(1) of the Act shall not apply to the allotment of equity securities pursuant to the general authority given for the purposes of section 80 of the Act and the directors may allot, grant options over or otherwise dispose of such shares to such persons, on such terms and in such manner as they see fit for as long as this resolution shall have effect.

Signed by)
For and on behalf of)
FirstAssist Group Holdings Limited)


(Signature)
S. Nukeesi
(Print Name)