

Company Number 5102602



ELECTIVE RESOLUTIONS

of

MEETINGS OF MINDS LIMITED
(the "company")

Company limited by shares incorporated
under the Companies Acts 1985 to 1989

Passed on 30 March 2005 under section 379A of the Companies Act 1985
and section 381A of the Companies Act 1985

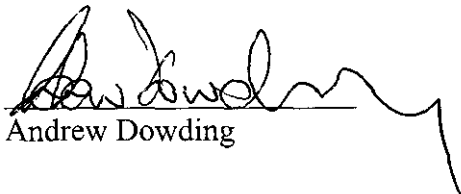
We, the undersigned, being all the members of the company who, at the date of these Elective Resolutions would be entitled to attend and vote at a general meeting of the company, hereby pass the following resolutions as Elective Resolutions and agree that such Elective Resolutions shall for all purposes be as valid and effective as if the same had been passed by us at a general meeting of the company duly convened and held:

ELECTIVE RESOLUTIONS

- (1) **THAT** the company hereby elects in accordance with section 379A of the Companies Act 1985 that the provisions of section 80A of the Companies Act 1985 shall apply in the place of the provisions of section 80(4) and (5) of the Companies Act 1985 in relation to the giving or renewal of an authority to the directors of the company for the allotment of securities and that accordingly the directors be and they are hereby unconditionally authorised to allot relevant securities up to the authorised capital of the company for an indefinite period at any time or times after the date of this resolution.
- (2) **THAT** the company hereby elects in accordance with section 379A of the Companies Act 1985 for the purposes of section 252 of the Companies Act 1985 to dispense with the laying of accounts and reports before the company in general meeting in respect of the financial year ending 31 December 2005 and subsequent financial years.
- (3) **THAT** the company hereby elects in accordance with section 379A of the Companies Act 1985 for the purposes of section 366A of the Companies Act 1985 to dispense with the requirement to hold an annual general meeting of the company for 2005 and subsequent years.
- (4) **THAT** the company hereby elects in accordance with section 379A of the Companies Act 1985 that the references to 95% in sections 369(4) and 378(3) of the Companies Act 1985

in respect of the requisite majority to authorise short notice of meetings shall be replaced by references to 90% in relation to the company.

- (5) **THAT** the company hereby elects in accordance with section 379A of the Companies Act 1985 for the purposes of section 386 of the Companies Act 1985 to dispense with the obligation to appoint auditors annually.



Andrew Dowding



Geoff Ross