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TITON INTERNATIONAL LIMITED

Company No. 05180771

**Minutes of an Extraordinary General Meeting of the members of the above-named
Company**

**held at 25 Grosvenor Street, London W1K 4QN
on 28th July 2006 at 11.00 am**

Present:

Shareholders:

Mr John Holmes (representing both himself and Erinys International Ltd)

Mr Dean Attew

Mr Dominick Henry (also attending as Company Secretary)

The Secretary produced a copy of the Notice convening the meeting issued on 14th July 2006, together with a form signed by all shareholders waiving the right to 28 days notice of the meeting now being held and a copy of the new Articles of Association proposed for adoption by the Meeting. Noting that the Company had not appointed a Chairman, he proposed that Mr Holmes be appointed Chairman of the Meeting. Mr Attew seconded the proposal and, there being no objections, Mr Holmes assumed the Chair.

Mr Holmes initialled the proposed new Articles of Association referred to in the first resolution for consideration by the Meeting, circulated them to the other members, and asked for a proposal that they be adopted. Mr Henry proposed that the new Articles of Association be adopted, Mr Attew seconded the proposal and Mr Holmes voted in favour of the proposal both on his own behalf and that of Erinys International Ltd. **Mr Holmes then declared the resolution passed** and asked the Secretary to ensure that a copy of the new Articles of Association be sent to Companies House.

Mr Holmes then asked for a proposer for the second resolution referred to in the Notice convening the Meeting. Mr Henry proposed that this proposal be adopted, Mr Attew seconded the proposal and Mr Holmes voted in favour of the proposal both on his own behalf and that of Erinys International Ltd. **Mr Holmes then declared the resolution passed.**

There being no other business, the Chairman declared the Meeting closed at 11.10am.

Signed.....

J T Holmes, Chairman

D H M Henry, Secretary

