


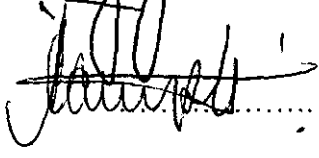

Company Number: 05320831

**AREDES CASS-MOON & ASSOCIATES LIMITED** (the "Company")

**SHAREHOLDERS WRITTEN RESOLUTION**

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We the undersigned, being together the holders of all the issued shares in the capital of the company CONSENT, pursuant to article 9 of its articles of association to the passing by the company of the resolutions set out in the notice convening an extraordinary general meeting, a copy of which is attached to this consent, and to every modification, variation or abrogation of the rights, privileges and restrictions attached to the shares and the formation of a class of 450,000 cumulative, redeemable preference shares at a value of £1 each to be effected or entailed by the resolutions.

<b>Names</b>	<b>Holdings of Shares</b>	<b>Signature</b>
David George Penfold	40	
Nilton Aredes Campos	30	
David Louis John Cass-Moon	30	



Company Number: 05320831



**AREDES CASS-MOON & ASSOCIATES LIMITED (the "Company")**

**NOTICE OF AN EXTRA-ORDINARY GENERAL MEETING**



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The shareholders are invited to approve the following:-

**RESOLUTION TO ADD ARTICLE 4A TO THE ARTICLES OF ASSOCIATION  
IN THE FORM BELOW**

- "4A (a) The capital of the company is £450,100 divided into 450,000 preference shares of £1 each and 100 ordinary shares of £1 each.
- (b) The cumulative, redeemable preference shares in the capital carry a cumulative preferential dividend at an interest rate equal to the percentage rate (calculated as an average rate over the period between one preference share dividend declaration date and the next) paid by David George Penfold on the amount (or the largest amount if loans are taken from different sources) borrowed by David George Penfold to fund his purchase of the preference shares plus 1% per annum or if David George Penfold has not borrowed any money to finance his investment in preference shares or if there is any ambiguity in the calculation required above then the interest rate shall be 2% above the rate of interest (calculated over the periods as aforesaid) from time-to-time declared by the Bank of England as the Sterling "base rate" (exclusive of the associated tax credit) on the capital for the time being fully paid up on those shares, payable annually on 31 December (or at such other times as the Company, in a general meeting decides) and on a winding up or repayment of capital shall entitle the holders to repayment of the capital paid up on those shares (together with a sum equal to any arrears or deficiency of the fixed dividend, whether declared or earned or not, calculated down to the date of the return of capital) in priority to any payment to the holders of the ordinary shares, but the preference shares shall not entitle the holders to any further or other participation in the profits or assets of the company nor to receive notice of or attend or vote at any general meeting unless either:
- (i) at the date of the notice convening the meeting the dividend on the preference shares is 3 months in arrear, for which purpose such dividend shall be deemed to be payable on the dates and in respect of the periods specified above; or
  - (ii) the business of the meeting includes the consideration of a resolution directly or adversely affecting any of the special rights attached to the preference shares."

By way of written resolution

  
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Signed on behalf of the Board  


Dated 26-4-05