

Company No. 5456406

THE COMPANIES ACTS 1985 AND 1989

PRIVATE COMPANY LIMITED BY SHARES

RESOLUTIONS IN WRITING

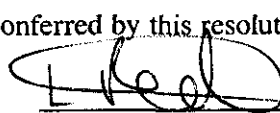
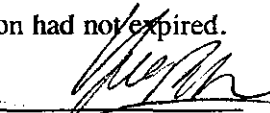
of

SPACEGROVE LIMITED

Eldersfield Investments Limited and Rainwater Continental Inc, being all the members of the Company who at the date of this resolution are entitled to attend and vote at a general meeting of the Company, RESOLVE, in accordance with section 381A of the Companies Act 1985, to pass the following as a written resolution:

1. THAT the authorised share capital of the Company be increased from £100 to £500,000 by the creation of 499,900 shares of £1 each.
2. THAT the directors be generally and unconditionally authorised, pursuant to section 80 of the Companies Act 1985, to exercise all the powers of the Company to allot relevant securities (within the meaning of that section) up to an aggregate nominal amount of £499,998 for a period expiring (unless previously renewed, varied or revoked by the Company in general meeting) five years from the date of this resolution but the Company may before such expiry make an offer or agreement which would be or might require relevant securities to be allotted after expiry of this authority and the directors may allot relevant securities pursuant to that offer or agreement as if the authority conferred by this resolution had not expired.

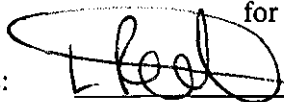

SIGNATURE:

for and on behalf of Eldersfield Investments Limited

AUTHORISED SIGNATORIES
OF ADL ONE LIMITED
& ADL TWO LIMITED,
CORPORATE DIRECTORS

SIGNATURE:

for and on behalf of Rainwater Continental Inc

AUTHORISED SIGNATORIES
OF ADL ONE LIMITED &
ADL TWO LIMITED,
CORPORATE DIRECTORS

DATE: 27 MAY 2005

