

Company number: 05521197

THE COMPANIES ACT 1985 TO 1989

SPECIAL RESOLUTION OF CAPTIVATING CUBA LIMITED
(A Company Limited by Shares)

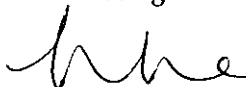
Passed on 17 November 2005

At an Extraordinary General Meeting of the members of the above named Company duly convened and held at the Registered Office the following resolutions were passed.

IT WAS RESOLVED

THAT the authorised share capital of the Company be increased from £30,000 to £40,000 by the creation of 10,000 new 0% Non-Voting Cumulative Redeemable Preference Shares of £1.00 each in the capital of the Company ("Preference Shares") and that the Preference Shares should be subject to the following conditions:

- (A) that the holders of the preference shares shall be entitled in priority to any payment of dividend on any class of share to a fixed cumulative preferential dividend of 0% per annum ("the fixed dividend").
- (B) the preference shares shall be redeemable only at the option of the Company and the Company may at any time by giving not less than 14 days notice in writing to the holders of the preference shares redeem the whole or any part of the preference shares then outstanding at par pro rata to the number of shares held by each holder thereof, and on the date of redemption, each registered holder of the preference shares to be redeemed shall deliver to the Company at its registered office the share certificates for such preference shares and the Company shall pay to such holder (or, in the case of joint holders, to the holder whose name stands first in the register of members of such shares) the amount due to him in respect of such redemption and shall issue a new share certificate in respect of any unredeemed preference shares comprised in the certificate delivered by him.
- (C) on return of assets on liquidation or otherwise, the surplus assets of the Company remaining after the payment of its liabilities shall be applied first, in paying the holders of the preference shares and any arrears deficiency or accruals of the fixed dividend to be calculated down to the date of the return of the capital and to be payable irrespective of whether any such dividend has been declared or not, but the holders of the preference shares shall not be entitled to any other payment or distribution from the surplus assets of the Company.
- (D) save as set out above, the preference shares shall have no special rights. In particular preference shares shall not confer on the holders thereof any voting rights capable of being exercised at any General Meeting of the Company.



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Director



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Director

Date: 17 December 2005

