

**cmk BRITEL NOMINEES NO 1 LIMITED (THE "COMPANY")**

**(Company No. 5583763)**

**WRITTEN RESOLUTIONS**

**OF PEREGRINE SECRETARIAL SERVICES LIMITED,**

**THE SOLE DIRECTOR OF THE COMPANY**

**PASSED ON 28 NOVEMBER 2005**

**1. INCORPORATION AND MEMORANDUM AND ARTICLES OF ASSOCIATION**

**IT IS HEREBY NOTED** that the Company was incorporated on 5 October 2005 with the registered number 5583763.

**2. SHAREHOLDER RESOLUTIONS**

**IT IS NOTED FURTHER** that the Company's sole shareholder has passed written resolutions to:-

- (i) dispense with the laying of accounts and reports before the Company in general meeting;
- (ii) dispense with the holding of annual general meetings;
- (iii) dispense with the annual reappointment of the auditors;
- (iv) reduce the majority required to sanction short notice of a general meeting; and
- (v) apply the provisions of Section 80A of the Companies Act 1985 in relation to duration of authority to allot shares.

**3. TRANSFER OF SHARES**

**IT IS RESOLVED** that the following duly stamped transfer of the subscribers' shares be approved and that the name of the transferee be registered in the Company's Register of Members:-

<u>Transferor</u>	<u>Transferee</u>	<u>No. of Shares</u>
Peregrine Secretarial Services Limited	cmk Britel General Partner Limited	2

**4. SHARE CERTIFICATES**

**IT IS RESOLVED** that a share certificate relating to the foregoing transfer be issued in due course to the holder of the shares in the Company in respect of its holding.



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**5. REGISTERED OFFICE**

**IT IS RESOLVED** that the registered office of the Company be changed to c/o Hermes Administration Services Limited, Lloyds Chambers, 1 Portsoken Street, London, E1 8HZ.

**6. AUDITORS**

**IT IS RESOLVED** that Deloitte & Touche LLP of Stonecutter Court, 1 Stonecutter Street, London, EC4A 4TR be appointed as auditors of the Company to hold office until the first general meeting at which the requirements of Section 241(1) of the Companies Act 1985 should be complied with.

**7. ACCOUNTING REFERENCE DATE**

**IT IS RESOLVED** that the accounting reference date of the Company be changed to 31 December and the current accounting reference period be extended to 31 December 2006.

**8. DIRECTORS**

**IT IS RESOLVED** that Stephen Allen and David William Burrowes (having consented to act) be appointed as Directors of the Company in place of Peregrine Secretarial Services Limited, the first Director, whose resignation has been received.

**9. CHAIRMAN**

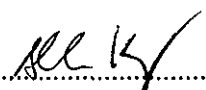
**IT IS RESOLVED** that David Burrowes be appointed Chairman of the Board of Directors.

**10. SECRETARY**

**IT IS RESOLVED** that Hermes Secretariat Limited of Lloyds Chambers, 1 Portsoken Street, London, E1 8HZ be appointed as Secretary of the Company in place of Office Organization & Services Limited, whose resignation has been received. Office Organization & Services Limited had been appointed joint company secretary with Swift Incorporations Limited and it is noted that a letter of resignation was received from Swift Incorporations Limited effective from the date of incorporation.

**11. FILINGS**

**IT IS RESOLVED** that the Secretary be directed to file the resolutions passed by the sole shareholder pursuant to Section 379A Companies Act 1985 and Forms Nos. 225, 287, 288a, 288b at Companies House.

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For and on behalf of Peregrine Secretarial Services Limited  
(Authorised Signatory)