

**WRITTEN RESOLUTIONS OF
ORA CAPITAL PARTNERS PLC
(the "Company")**



Company Number: 05614046

THE COMPANIES ACTS 1985 TO 1989

PUBLIC COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

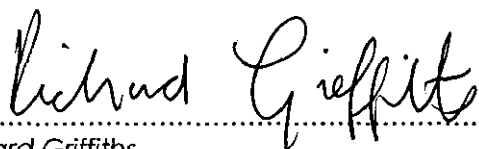
We, the undersigned being all the members of the Company who, at the date of these resolutions, are entitled to attend and vote at a general meeting of the Company **HEREBY PASS**, in accordance with article 74 of the Company's articles of association, the following resolutions as ordinary or special resolutions of the Company and agree that the said resolutions shall for all purposes be as valid and effective as if the same had been passed by us all at a general meeting of the Company duly convened and held:

ORDINARY:

- 1 **THAT** the Company's authorised share capital be and is hereby increased to £1,750,000, by the creation of 75,000,000 ordinary shares of £0.01 having the same rights in all respects as the existing ordinary shares of £0.01 each in the capital of the Company;
- 2 **THAT** the Directors be and are hereby generally and unconditionally authorised, in addition to all previous power granted to them, pursuant to section 80 of the Companies Act 1985 (the "Act") to exercise all the powers of the Company to allot and make offers to allot relevant securities up to an aggregate nominal amount of £1,000,000 provided that this authority shall expire at the conclusion of the first Annual General Meeting of the Company or 7 May 2007 (whichever is earlier) save that the Company may before such expiry make an offer or enter into an agreement which would or might require relevant securities to be allotted after such expiry and the directors may allot relevant securities in pursuance of such offer or agreement as the authority conferred hereby had not expired.
- 3 **THAT** article 5 of the Articles of Association be amended pursuant to resolution 1 to reflect the increased share capital;

SPECIAL:

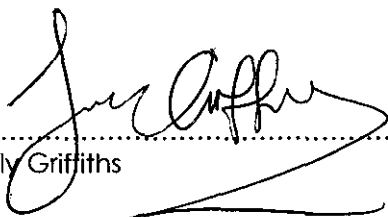
- 4 **THAT** the Directors be authorised and empowered in addition to all previous power granted to them, pursuant to section 95 of the Act to allot equity securities (as defined in section 94(2) of the Act) for cash pursuant to the authority referred to in resolution 2 above as if section 89(1) of the Act did not apply to any such allotment provided that this power should be limited to the allotment of equity securities with an aggregate nominal amount of £1,000,000 provided that this authority shall expire at the conclusion of the first Annual General Meeting of the Company or 7 May 2007 (whichever is earlier) save that the Company may before such expiry make an offer or enter into an agreement which would or might require relevant securities to be allotted after such expiry and the directors may allot equity securities in pursuance of such offer or agreement as the authority conferred hereby had not expired.



Richard Griffiths



David Norwood



Sally Griffiths

Dated: 13th February 2006