

Company No: 05675241

THE COMPANIES ACTS 1985 AND 1989

COMPANY LIMITED BY SHARES

FIRST CHOICE USA LIMITED

**WRITTEN RESOLUTIONS OF THE SOLE MEMBER
PASSED WITH EFFECT FROM THE DATE SHOWN BELOW
PURSUANT TO SECTIONS 379A AND 381A OF THE COMPANIES ACT 1985**

ELECTIVE RESOLUTIONS

The following elective resolutions have been agreed to by the undersigned, being the sole member of the Company:-

1 TO DISPENSE WITH AGMS

THAT the Company elects, pursuant to and in accordance with sections 366A and 379A of the Companies Act 1985, to dispense with the holding of annual general meetings of the Company.

2 TO DISPENSE WITH LAYING OF ACCOUNTS BEFORE GENERAL MEETING

THAT the Company elects, pursuant to and in accordance with sections 252 and 379A of the Companies Act 1985, to dispense with the laying of accounts and reports before the Company in general meeting.

3 TO DISPENSE WITH ANNUAL ELECTION OF AUDITORS

THAT the Company elects, pursuant to and in accordance with sections 386 and 379A of the Companies Act 1985, to dispense with the obligation to appoint auditors annually.

Date: on February 1st, 2006

Signed: [Signature]
For and on behalf of Halco Secretaries Limited