

Company Number: 05675241

THE COMPANIES ACTS 1985 AND 1989

COMPANY LIMITED BY SHARES

FIRST CHOICE USA LIMITED

SOLE MEMBER'S WRITTEN RESOLUTION

PASSED PURSUANT TO SECTIONS 125 AND 381A OF THE COMPANIES ACT 1985

WITH EFFECT FROM THE DATE SHOWN BELOW

We, the undersigned, being the sole member of the Company and holding all the issued ordinary shares of £1.00 each in the Company, have agreed to the following resolution:

EXTRAORDINARY RESOLUTION

THAT, pursuant to section 125 of the Companies Act 1985 and notwithstanding anything to the contrary in the Company's Articles of Association, the holder of all the issued ordinary shares of £1.00 each in the Company hereby consents to the passing of the resolution set out in the document attached to this resolution and marked "A" and to every variation of the rights attached to such issued shares as is or may be involved therein.



.....
For and on behalf of Halco Secretaries Limited



.....
Date



A40
COMPANIES HOUSE

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03/02/2006

Company No: 05675241

THE COMPANIES ACTS 1985 AND 1989

COMPANY LIMITED BY SHARES

FIRST CHOICE USA LIMITED

**WRITTEN RESOLUTIONS PASSED BY THE SOLE MEMBER PURSUANT TO
SECTION 381A OF THE COMPANIES ACT 1985**

The following resolution has been agreed to by the undersigned, being the sole member of the Company:-

SPECIAL RESOLUTION

THAT:-

- 1 the existing ordinary shares of £1 each in the Company be re-designated as deferred shares of £1 each, having the rights and being subject to the restrictions set out in the articles of association to be adopted pursuant to paragraph 3 of this resolution;
- 2 the share capital of the Company be increased by the creation of 1,000,000 ordinary shares of US\$1 each, having the rights and being subject to the restrictions set out in the articles of association adapted pursuant to paragraph 3 of this resolution;
- 3 the articles of association contained in the document attached to this resolution and marked "A" be adopted as the articles of association of the Company in substitution for, and to the exclusion of, all existing articles of association;
- 4 the provisions of the Company's memorandum with respect to the statement of the Company's objects be altered by the deletion of clause 3 of such memorandum and by the substitution in place of such clause 3, of the clause 3 contained in the document attached to this resolution and marked "B"; and
- 5.1 pursuant to, and in accordance with, section 80 of the Companies Act 1985, the Directors be generally and unconditionally authorised to exercise for the period of 5 years from the date when this resolution is passed, all the powers of the Company to allot relevant securities up to an aggregate nominal amount equal to the authorised but unissued share capital of the Company (as augmented by resolution 1 above);
- 5.2 pursuant to such authority, the Directors may make an offer or agreement which would or might require relevant securities to be allotted after the expiry of such period; and
- 5.3 words and expressions defined in or for the purposes of section 80 of the Companies Act 1985 shall have the same meanings in this resolution.

Signed:
For and on behalf of Halco Secretaries Limited

Date:.....2006