



Company No 5761822

THE COMPANIES ACTS 1985 AND 1989

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

of

OXYGEN FINANCE HOLDINGS LIMITED
(the "Company")

On 28 November 2006 the following resolutions were duly passed as written resolutions of the Company in accordance with section 381A of the Companies Act 1985 by all members of the Company who, at that date, were entitled to attend and vote at general meetings of the Company:-

Ordinary Resolutions

1. **THAT**, in substitution for any previous authority, the directors be hereby generally and unconditionally authorised, in accordance with section 80 of the Companies Act 1985, to allot relevant securities (as defined in that section) up to a maximum aggregate nominal amount of relevant securities of £3,776.85 provided that this authority will expire on the date being five years from the date on which this resolution is passed but the Company may before this authority expires make an offer or agreement which would or might require relevant securities to be allotted after this authority expires and the directors may allot relevant securities pursuant to such offer or agreement as if this authority had not expired.
2. **THAT** the authorised share capital of the Company should be increased from £4,000 to £6,256.85 by the creation of additional 2,256,850 ordinary shares of £0.001 each, ranking equally with the existing ordinary shares of £0.001 each.

Special Resolution

3. **THAT**, subject to the passing of the resolution set out in paragraph 1 above, the directors be hereby given power in accordance with section 95 of the Companies Act 1985 to allot equity securities (within the meaning of section 94 of that Act) pursuant to the authority conferred by the resolution set out in paragraph 1 above as if section 89(1) of the Companies Act 1985 did not apply to the allotment provided that such power shall expire on the date being five years from the date on which this resolution is passed unless previously renewed, varied or revoked by the Company in general meeting but the Company may before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the directors may allot equity securities in pursuance of that offer or agreement as if this power had not expired.

Signed


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Director/Secretary

