

**Company Number: 05968818
THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES**

**ORDINARY RESOLUTIONS AND
SPECIAL RESOLUTIONS OF THE SOLE MEMBER OF
ACTIONCORP LIMITED
(the "Company")
PASSED PURSUANT TO REGULATION 53 OF THE
COMPANIES (TABLE A-F) REGULATIONS 1985**

I, the undersigned, being the sole member of the Company for the time being entitled to attend and vote at general meetings of the Company, after due and careful consideration HEREBY RESOLVE to pass the following resolutions

Ordinary Resolutions

- (a) THAT all of the existing Ordinary Shares of £1 00 each (such Shares including the 1 Ordinary Share of £1.00 currently issued) be subdivided into 100 Ordinary Shares of 1 pence each and reclassified as A Ordinary Shares
- (b) THAT the authorised share capital of the Company be increased from £1000 to £104,477 4773 by the creation of an additional 33,690 A Ordinary shares of 1 pence each, 10,070,209 Preferred Ordinary shares of 1 pence each and 18,288,655 Ordinary shares of 1/75 penny each
- (c) Pursuant to Section 80 of the Companies Act 1985 the Directors of the Company generally and unconditionally be authorised to allot relevant securities (as defined in sub-section (2) of Section 80 of the Companies Act 1985) in respect of the entire authorised but unissued share capital of the Company

Special Resolutions

- (a) Pursuant to Section 95 of the Companies Act 1985 the Directors of the Company be authorised to allot and issue the entire authorised but unissued share capital of the Company as if the pre-emption provisions of Section 89(1) of the Companies Act 1985 did not apply

Michael Wakefield

Dated 6 July 2007

