

ABACUS AGENTS LIMITED

COMPANY NO: SC130480

MEMBERS' WRITTEN RESOLUTION

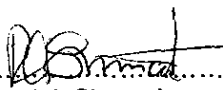
DATED 31 JANUARY 2005


We, the undersigned, being the whole members of Abacus Agents Limited (the "Company") who, at the date of this resolution, would be entitled to attend and vote at general meetings of the Company hereby adopt in terms of section 381A of the Companies Act 1985 the following resolution and agree that the resolution shall, for all purposes, be as valid and effective as if the same had been passed by us at a general meeting of the Company duly convened and held:-

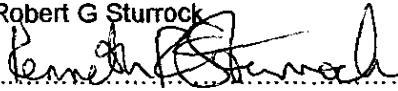
SPECIAL RESOLUTION

THAT

1. The declaration made in compliance with section 155(6) of the Companies Act 1985 by the directors of the Company together with the auditor's report annexed to it (both dated of even date with the date of this resolution) and details of the Assistance (defined below) having been explained to the members of the Company prior to the passing of this resolution (including, where appropriate, the making available for inspection of relevant documents, the Company hereby approves the giving of financial assistance by the Company in connection with the acquisition by Aidsun Holdings Limited of 52,000 ordinary shares of £1.00 each in the Company held by Robert Andrew Sturrock on 31 January 2005 by the Company granting a cash loan of £50,000 to the said Aidsun Holdings Limited (the granting of the said loan being referred to as the "Assistance").
2. The giving of financial assistance by the Company on the foregoing terms is in the best interests of and for the commercial benefit of the Company and the approval is given for the Company to give the Assistance notwithstanding that the Company might be held to be giving financial assistance in terms of section 151 of the Companies Act 1985.
3. In accordance with section 158(2) of the Companies Act 1985, the directors of the Company be and are hereby authorised to enter into arrangements for the provision of the Assistance.
4. This resolution shall have effect notwithstanding any provision of the Company's Articles of Association.


.....
Robert A Sturrock


.....
Robert G Sturrock


.....
Kenneth R Sturrock

Completed 4 time ago


4-2-05

