

ATESTA GROUP LIMITED
REGISTERED NUMBER: 161800
THE COMPANIES ACTS 1985 AND 1989
WRITTEN RECORD OF
MEMBERS' WRITTEN RESOLUTION
DATED: 28 NOVEMBER 2005

On the TWENTY EIGHT day of NOVEMBER 2005, the following RESOLUTIONS IN WRITING (such Resolutions to have effect as Ordinary and Special Resolutions) were duly passed by all the members of the Company entitled to attend and vote at a general meeting of the Company pursuant to section 381A, Companies Act 1985 (as amended): -

Ordinary Resolutions

1. THAT the authorised share capital of the Company be increased from £184,496.75 to £191,779.25 by the creation of 29,130 Ordinary shares of £0.25p each ranking pari passu in all respects with the existing Ordinary share capital of the Company.
2. THAT pursuant to Section 80 of the Companies Act 1985 ("the Act"), the Directors of the Company be generally and unconditionally authorised to issue and allot the unissued share capital of the Company from time to time to such persons, at such times and on such conditions as the Directors may determine during the period of one calendar month from the date this authority is given.

Special Resolution

3. That the Articles of Association be and are hereby amended as follows:

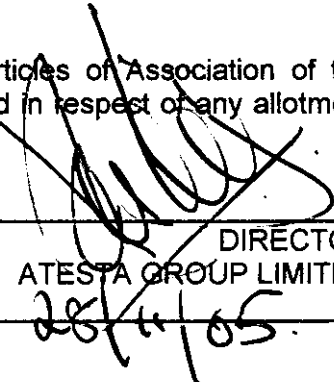
Addition of the following as a new Article 3.1.8:

to about 21st

"3.1.8 Immediately prior to any sale of the entire issued share capital of the Company which is completed on or ~~before~~^{7th} December 2005 (a "Sale") the directors may declare and pay to such of the holders of the A Ordinary Shares as may elect to receive the same a special dividend of an aggregate sum not exceeding £250,000 in aggregate ("the Special Dividend"), subject to the Company having sufficient profits available for such purpose. Such dividend shall be distributed amongst those of the holders of the A Ordinary Shares who elect to receive the same pro rata to their respective holdings of A Ordinary Shares. In the event of a Special Dividend being paid pursuant to this Article 3.1.8, the proceeds from the relevant Sale to be received by each of those holders of the A Ordinary Shares who elect to receive the same shall be reduced by an amount equal to the total amount of the Special Dividend actually paid to each of them."

4. That all rights of pre-emption whether in terms of the Articles of Association of the Company or the Act or otherwise be and are hereby waived in respect of any allotment of shares made pursuant to resolution number two above.





DIRECTOR
ATESTA GROUP LIMITED
DATED 28/11/05