

**CERVELLO HOLDINGS LIMITED (the "Company")**

**REGISTERED NUMBER: SC311331**

**THE COMPANIES ACTS**

**WRITTEN RECORD OF**

**MEMBERS' WRITTEN RESOLUTIONS**

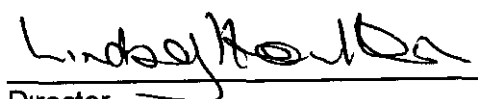
On the <sup>14</sup>6 day of January 2008, the following RESOLUTIONS IN WRITING (such Resolutions to have effect as Ordinary and Special Resolutions, as indicated) were duly passed by all the members of the Company entitled to attend and vote at a general meeting of the Company pursuant to section 381A, Companies Act 1985 (as amended)

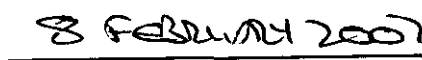
**ORDINARY RESOLUTION**

- 1 THAT pursuant to Section 80 of the Companies Act 1985 the Director(s) of the Company be generally and unconditionally authorised to issue and allot up to up to 80,000 Ordinary Shares of £0 001 each to such persons, at such times and on such conditions as the Director(s) may determine during the period of three months from the date this authority is given

**SPECIAL RESOLUTION**

- 2 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 Resolution 1 above

  
\_\_\_\_\_  
Director  
For and on behalf of  
CERVELLO HOLDINGS LTD

  
\_\_\_\_\_  
Date

