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Company Number: 1074897

THE COMPANIES ACTS 1985 - 1989
PRIVATE COMPANY LIMITED BY SHARES
ORDINARY RESOLUTIONS

- of -

HAVANA INTERNATIONAL BANK LIMITED

Passed the 15th day of December 1998

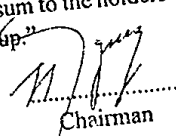
At an EXTRAORDINARY GENERAL MEETING of the Company duly convened and held on the above date the following resolutions was duly passed as ORDINARY RESOLUTIONS of the Company:-

RESOLUTIONS

THAT the directors are generally authorised pursuant to the Companies Act 1985 Section 80 for a period of five years from the date of adoption of this resolution to exercise the power of the company to allot relevant securities in respect of all shares for the time being unallotted but the maximum aggregate nominal amount of ordinary shares which may be allotted pursuant to this authority is 60,000 ordinary shares of £100 each and this authority may be revoked by an ordinary resolution of the company

THAT the capital of the company be increased to £20 Million by the creation of 60,000 ordinary shares of £100 each ranking pari passu for all purposes with the existing 140,000 ordinary shares of £100 each in the capital of the company

THAT the £1 million of profits which is at present incorporated into reserves be capitalised by appropriating such sum to the holders of ordinary shares for allotment and distribution credited as fully paid up.


Chairman

DIPJN-JNBM

