

3080778

Resolution in Writing of the Sole Shareholder of
Cirque Energy (U.K.) Limited (the "Corporation")
passed effective the 4th day of September, 2003

Appointment of Directors

WHEREAS Purcell Energy Ltd. acquired all of the outstanding shares of BelAir Energy Corporation on September 4, 2003;

AND WHEREAS the Corporation is a wholly-owned subsidiary of BelAir Energy Corporation;

AND WHEREAS in connection therewith, the former directors of the Corporation have resigned effective as of the date hereof;

NOW THEREFORE BE IT RESOLVED THAT:

- 1. the following persons be appointed as the directors of the Corporation to hold office until their successors are elected or appointed:

Jan M. Alston
 Bruce J. Murray
 Terry L. Lindquist

- 2. any director or officer of the Corporation is hereby authorized to settle the definitive terms of and to execute and delivery for, on behalf of, and in the name of the Corporation, any and all documents, agreements and other instruments as may be necessary or desirable to give effect to the foregoing.

BELAIR ENERGY CORPORATION

Per:

