

Company Number: 5150579

**THE COMPANIES ACT 1985**  
**PRIVATE COMPANY LIMITED BY SHARES**  
**WRITTEN RESOLUTION**  
**OF**  
**ELLACOYA EUROPE LIMITED**

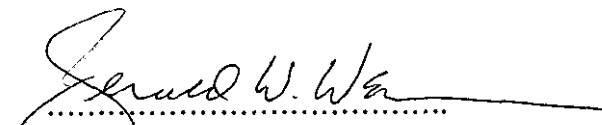
(Passed on October 9, 2006)

We, the undersigned, being the sole member of the above company (the "Company") for the time being entitled to receive notice of, attend and vote at a general meeting of the Company for the purpose of considering the following resolution **RESOLVE** (pursuant to Regulation 53 of Table A (as prescribed by the Companies (Tables A to F) Regulations 1985 (as amended by the Companies (Tables A to F) (Amendment) Regulations 1985)), and with the intent that the following resolution shall be as valid and effective as if the same had been passed at a duly convened and held general meeting of the Company, as follows:

**RESOLUTION**

1 THAT:

- a. in accordance with Section 366A of the Companies Act 1985, the Company shall dispense with the holding of annual general meetings;
- b. in accordance with Section 252 of the Companies Act 1985, the Company shall dispense with the laying of accounts and reports before the Company in general meeting;
- c. in accordance with Section 386 of the Companies Act 1985, the Company shall dispense with the obligation to appoint auditors annually.

  
.....  
For and on behalf of  
Ellacoya Networks, Inc.

