

Company Number: 5094078

CERTIFIED TO BE A TRUE
COPY OF THE ORIGINAL

Baker & McKenzie
BAKER & MCKENZIE
SOLICITORS
100 NEW BRIDGE STREET
LONDON
EC4V 6JA

23/6/04

WRITTEN RESOLUTIONS of
GLOBALPRIZE LIMITED ("the Company")

Pursuant to the provisions of Section 381A of the Companies Act 1985, the following are Resolutions in writing signed by the Sole Member for the time being of the Company entitled to receive notice of and to attend and vote at General Meetings of the Company and shall for all purposes be as valid and effective as if the same had been passed as, in the case of Resolution 1, an Elective Resolution and, in the case of Resolutions 2 and 3, as Ordinary Resolutions, at a General Meeting of the Company duly convened and held.

1. IT IS RESOLVED that the Company elects:
 - 1.1 to dispense with the holding of Annual General Meetings; and
 - 1.2 to dispense with the laying of Accounts and Reports before the Company in General Meeting; and
 - 1.3 to dispense with the obligation to appoint Auditors annually.

2. IT IS RESOLVED that the authorised share capital of the Company be increased to £10,000 by the creation of 9,000 ordinary shares of £1 each to rank pari passu in all respects with the existing ordinary shares of the Company.

3. IT IS RESOLVED that the Directors of the Company be and are hereby authorised pursuant to Section 80 of the Companies Act 1985 to exercise all the powers of the Company to allot relevant securities (within the meaning of Section 80 of the said Act) up to an aggregate nominal amount of £9,999 and that the authority of the Directors hereunder shall expire five years from the date of the passing of this resolution.



[Signature]

duly authorised signatory for and on
behalf of Abogado Nominees Limited

Dated: *4/6/04*