

Company No: 5035508

THE COMPANIES ACT 1985 AND 1989

COMPANY LIMITED BY SHARES

RESOLUTION

of

ACCESS INDUSTRIES (UK) LIMITED

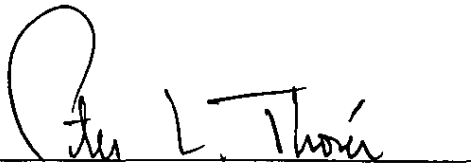
(the "Company")

WE, the undersigned, being the sole member of the Company who at the date of this decision has the right to attend and vote at an Extraordinary General Meeting of the Company, decide, in accordance with section 382B of the Companies Act 1985 (as amended) as follows and agree that the following decision shall for all purposes be as valid and effective as if it had been passed as a special resolution at an Extraordinary General Meeting of the Company duly convened and held

SPECIAL RESOLUTION

THAT the Company elects in accordance with Section 379A of the Companies Act 1985 to dispense with

- 1 the laying of accounts and reports before the Company in general meeting in respect of the year ending 28 February 2007 and subsequent financial years,
- 2 the requirement to hold an annual general meeting of the company for 2007 and subsequent years, and
- 3 the obligation to appoint auditors on an annual basis and the directors be and are hereby authorised to fix the remuneration of the auditors during the term that such dispensation is in place



for and on behalf of Access Industries, Inc

Name Peter L Thorén

Title Executive Vice President

Dated August 13, 2007



A13

17/08/2007
COMPANIES HOUSE

379