

HAYLANDALE LIMITED

**Incorporated under the International Business Companies Act 2000
(No.45 of 2000) of the Commonwealth of the Bahamas No. 127735B**

NOTICE OF RESOLUTION OF THE DIRECTORS TO ALTER THE SHARE CAPITAL OF THE COMPANY AND THE MEMORANDUM AND ARTICLES OF ASSOCIATION EFFECTIVE 5 JANUARY 2005

Following a resolution of the Directors to divide the par value of the shares of the Company, paragraph 6 of the Memorandum of Association which previously read:

“The authorised capital of the Company is Fifty Thousand Dollars (US\$50,000) divided into Fifty Thousand (50,000) registered shares with a par value of One Dollar (US\$1.00) each. The directors are duly empowered to issue registered shares as they may at their discretion determine by resolution.”

Shall now read:

“The authorised capital of the Company is Fifty Thousand Dollars (US\$50,000) divided into Five Million (5,000,000) registered shares with a par value of One Cent (US\$.01) each. The directors are duly empowered to issue registered shares as they may at their discretion determine by resolution.”

Following a resolution of the Directors to divide the par value of the shares of the Company, article 2 of the Articles of Association which previously read:

“The authorised capital of the Company is Fifty Thousand Dollars (US\$50,000) divided into Fifty Thousand (50,000) registered shares with a par value of One Dollar (US\$1.00) each. The directors are duly empowered to issue registered shares as they may at their discretion determine by resolution.”

Shall now read:

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In all other respects the Memorandum and Articles of Association of the Company remain unaltered.

Extracts from minutes of a meeting of the Antiguan Local Directors of Haylandale Limited held on 2 October 2007

Present: M Wilson
F Howard


M Wilson chaired the meeting.

It was decided to review the register of shareholdings and other matters.

The original register of members prepared for the Company's registered address in the Bahamas showed one shareholder, Credit Suisse Life and Pensions (Bermuda) Limited ("Credit Suisse") as holding the entire issued share capital of 50,000 ordinary shares of US\$1 each. This may not have been strictly correct as the intention was that the shares should have been registered in the name of Mark Wilson as trustee for Credit Suisse and others. As a result, Mark Wilson should have executed declarations of trust in favour of Credit Suisse, Michael Mates, High Octane Fund and Mian Ilyas Mehraj. The directors of the Company, Whitestone Limited and Waldorf Limited ("the Directors") had given to Mark Wilson a wide power of attorney to act for the Company. Possibly in reliance upon that power, the Company's lawyers in Antigua prepared certain resolutions the effectiveness of which may be open to question. For example, in January 2005 (and there is another resolution dated 15 August 2004 which probably should have been dated 5 January 2005), various changes were made to the Company's share capital, shareholdings and officers. For the avoidance of doubt, it was thought advisable that resolutions confirming the events which have occurred should be put into effect.

IT WAS RESOLVED to inform the original directors of the Company, Whitestone Limited and Waldorf Limited ("the Directors") and submit to them draft written resolutions which, if passed by them and by any other relevant directors would confirm the proper course of events. Revised registers of members and officers of the Company could then be prepared to reflect the correct situation.

Certified to be a true extract from the minutes of a meeting of the local directors of Haylandale Limited held 2 October 2007



.....
M Wilson (Chairman of the meeting)

Extracts from minutes of a meeting of the Antiguan Local Directors of Haylandale Limited held on 2 October 2007

Present: M Wilson
F Howard

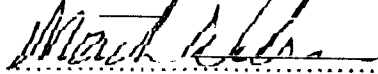
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IT WAS RESOLVED to inform the original directors of the Company, Whitestone Limited and Waldorf Limited ("the Directors") and submit to them draft written resolutions which, if passed by them and by any other relevant directors would confirm the proper course of events. The draft resolutions should be prepared by the Company's lawyers.

Haylandale Limited held 2 October 2007


.....
M Wilson (Chairman of the meeting)

Written Resolutions of the Directors of Haylandale Limited

1. **IT WAS RESOLVED** to confirm that Mark Wilson, Keith Libby and Francis Howard were appointed as directors of the Company ("the New Directors") with effect from 5th January 2005.
2. **IT WAS RESOLVED** to confirm the acceptance of the resignation of Whitestone Limited and Waldorf Limited as directors of the Company with effect from 5th January 2005 immediately following upon the appointment of the New Directors.
3. **IT WAS RESOLVED** to confirm that Jennifer Benjamin was appointed as secretary to the Company with effect from 5th January 2005.
4. **IT WAS RESOLVED** to confirm the acceptance of the resignation of Denby Limited as secretary to the Company with effect from 5th January 2005 immediately following upon the appointment of Jennifer Benjamin.
5. **IT WAS RESOLVED** to confirm the acceptance of the resignation of Keith Libby as a director of the Company with effect from 31st December 2006.
6. **IT WAS RESOLVED** to confirm the division of the existing authorised and issued share capital of the Company of 50,000 ordinary shares of US\$1 each (nil paid) into 5,000,000 ordinary shares of one cent each (nil paid) on 5 January 2005 and that the Memorandum of Association of the Company be amended accordingly.
7. **IT WAS RESOLVED** to confirm that the 5,000,000 shares referred to in the previous resolution were issued on 5 January 2005 for a premium of 19 cents per share with both the par value and the premium initially uncalled.
8. **IT WAS RESOLVED** to amend the register of members by correcting the entry reading: "Credit Suisse Life and Pensions (Bermuda) Limited 50,000 ordinary shares" to read: "Mark Wilson (ref. Credit Suisse and others) of Kingswood House, 7 Hampstead Gate, Hampstead London NW3, England 50,000 ordinary shares of one cent each".
9. **IT WAS RESOLVED** to amend the register of members to confirm the following registrations of shares following the division of shares referred to in resolution 6 above effective 5 January 2005 into shares of US\$0.01:

Michael Mates	100,000 shares
Ilyas Mehraj	1,350,000 shares
High Octane Fund	900,000 shares
Mark Wilson (ref. Credit Suisse)	2,650,000 shares

Signed.....

Date.....

For Whitestone Ltd

Signed.....
For Waldorf Ltd

Date.....

Mark Wilson
Signed.....
Mark Wilson

Date.....

Signed.....
Ewan is Howard

Date.....

HAYLANDALE LIMITED

Incorporated under the International Business Companies Act 2000
(No.45 of 2000) of the Commonwealth of the Bahamas No. 127735B

NOTICE OF RESOLUTION OF THE DIRECTORS TO ALTER THE SHARE CAPITAL OF THE COMPANY AND THE MEMORANDUM AND ARTICLES OF ASSOCIATION EFFECTIVE 5 JANUARY 2005

Following a resolution of the Directors to divide the par value of the shares of the Company, paragraph 6 of the Memorandum of Association which previously read:

"The authorised capital of the Company is Fifty Thousand Dollars (US\$50,000) divided into fifty thousand (50,000) registered shares with a par value of One Dollar (US\$1.00) each. The directors are duly empowered to issue registered shares as they may at their discretion determine by resolution."

Shall now read:

"The authorised capital of the Company is Fifty Thousand Dollars (US\$50,000) divided into Five Million (5,000,000) registered shares with a par value of One Cent (US\$.01) each. The directors are duly empowered to issue registered shares as they may at their discretion determine by resolution."

Following a resolution of the Directors to divide the par value of the shares of the Company, article 2 of the Articles of Association which previously read:

"The authorised capital of the Company is Fifty Thousand Dollars (US\$50,000) divided into Fifty Thousand (50,000) registered shares with a par value of One Dollar (US\$1.00) each. The directors are duly empowered to issue registered shares as they may at their discretion determine by resolution."

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In all other respects the Memorandum and Articles of Association of the Company remain unaltered.

Extracts from:

**Written resolutions of the Directors of Haylandale Limited
Incorporated in the Bahamas No. 127735B made on
22 December 2007**

1. That the authorised share capital of the Company be and hereby is increased to US\$560,000 divided into 5,000,000 shares of one cent each, (“the ‘C’ Shares”) and \$10,000 of new shares being 10,000 shares of US\$1 each (“the New ‘A’ Shares”) and \$500,000 of new shares being 10,000 shares of \$50 each (“the New ‘B’ Shares”).

2. That the New ‘A’ Shares be issued (nil paid) on the date hereof as follows:

Michael Mates	200 shares
High Octane Fund	50 shares
Mark Wilson (ref. Crédit Suisse + TM)	5,400 shares
Tarik Malik	3,200 shares
Francis Howard	1,150 shares

3. That the Memorandum and Articles of Association be amended accordingly.

4. That the directors be and hereby are empowered to cause the register of members to be written up reflecting the above resolutions and to issue the relevant share certificates and to affix the company seal, an impression of which has been made in the margin of these minutes, thereto and to cause the submission to the registrar of companies of copies those resolutions that affect the Company’s Memorandum and Articles of Association.

Written Resolutions of the Directors of Haylandale Limited

1. IT WAS RESOLVED to confirm that Mark Wilson, Keith Libby and Francis Howard were appointed as directors of the Company ("the New Directors") with effect from 5th January 2005.
2. IT WAS RESOLVED to confirm the acceptance of the resignation of Whitestone Limited and Waldorf Limited as directors of the Company with effect from 5th January 2005 immediately following upon the appointment of the New Directors.
3. IT WAS RESOLVED to confirm that Jennifer Benjamin was appointed as secretary to the Company with effect from 5th January 2005.
4. IT WAS RESOLVED to confirm the acceptance of the resignation of Denby Limited as secretary to the Company with effect from 5th January 2005 immediately following upon the appointment of Jennifer Benjamin.
5. IT WAS RESOLVED to confirm the acceptance of the resignation of Keith Libby as a director of the Company with effect from 31st December 2006.
6. IT WAS RESOLVED to confirm the division of the existing authorised and issued share capital of the Company of 50,000 ordinary shares of US\$1 each (nil paid) into 5,000,000 ordinary shares of one cent each (nil paid) on 5 January 2005 and that the Memorandum of Association of the Company be amended accordingly.
7. IT WAS RESOLVED to confirm that the 5,000,000 shares referred to in the previous resolution were issued on 5 January 2005 for a premium of 19 cents per share with both the par value and the premium initially uncalled.
8. IT WAS RESOLVED to amend the register of members by correcting the entry reading: "Credit Suisse Life and Pensions (Bermuda) Limited 50,000 ordinary shares" to read: "Mark Wilson (ref. Credit Suisse and others) of Kingswood House, 7 Hampstead Gate, Hampstead London NW3, England 50,000 ordinary shares of one cent each".
9. IT WAS RESOLVED to amend the register of members to confirm the following registrations of shares following the division of shares referred to in resolution 6 above effective 5 January 2005 into shares of US\$0.01:

Michael Mates	100,000 shares
Ilyas Mehraj	1,350,000 shares
High Octane Fund	900,000 shares
Mark Wilson (ref. Credit Suisse)	2,650,000 shares

Signed.....

For Whitestone Ltd

Date 20th December, 2007.....

Signed.....
For Waldorf Ltd

Date...20th..December,..2007....

Signed.....
Mark Wilson

Date.....18th..December..2007.....

Signed.....
Francis Howard

Date.....21..December..2007.....

Extracts from:

**Written resolutions of the Directors of Haylandale Limited
Incorporated in the Bahamas No. 127735B made on
22 December 2007**

1. That the authorised share capital of the Company be and hereby is increased to US\$560,000 divided into 5,000,000 shares of one cent each, (“the ‘C’ Shares”) and \$10,000 of new shares being 10,000 shares of US\$1 each (“the New ‘A’ Shares”) and \$500,000 of new shares being 10,000 shares of \$50 each (“the New ‘B’ Shares”).

2. That the New ‘A’ Shares be issued (nil paid) on the date hereof as follows:

Michael Mates	200 shares
High Octane Fund	50 shares
Mark Wilson (ref. Crédit Suisse + TM)	5,400 shares
Tarik Malik	3,200 shares
Francis Howard	1,150 shares

3. That the Memorandum and Articles of Association be amended accordingly.

4. That the directors be and hereby are empowered to cause the register of members and the register of warrants to be written up reflecting the above resolutions and to issue the relevant share and warrant certificates and to affix the company seal, an impression of which has been made in the margin of these minutes, thereto and to cause the submission to the registrar of companies of copies those resolutions that affect the Company’s Memorandum and Articles of Association.

HAYLANDALE LIMITED
(the "Company")

Minutes of a Meeting of the Directors held on 7th November, 2006.

NOTICE: Notice to this Meeting was waived by all persons entitled thereto.

REPRESENTED WERE:

WHITESTONE LTD.
WALDORF LTD.

(Represented by Kelcine Smith)
(Represented by Lauren Ramsay)

CHAIRMAN OF THE MEETING:

Kelcine Smith, Assistant Secretary of **WHITESTONE LTD.**, Director of the Company, was elected Chairman of the meeting.

SECRETARY OF THE MEETING:

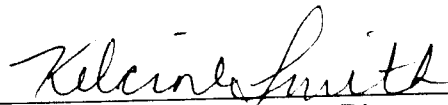
Lauren Ramsay, Assistant Secretary of **WALDORF LTD.**, Director of the Company, was elected Secretary of the Meeting and acted as such, recording the minutes thereof.

IT WAS RESOLVED:

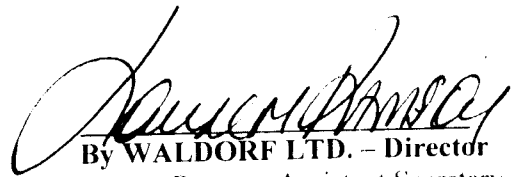
To grant, as it is in effect granted, a General Power of Attorney in favour of **MARK WILSON**, with domicile at Brodick Farmhouse, Lower Hale, Farnham, GU9 9RP, to act pursuant to the powers described on the attached page.

TERMINATION:

There being no other business, the Meeting ended.



By **WHITESTONE LTD.** – Director
Kelcine Smith – Assistant Secretary
Chairman of the Meeting



By **WALDORF LTD.** – Director
Lauren Ramsay – Assistant Secretary
Secretary of the Meeting

5. That FAITH FOUNDATION, Shareholder of **WHITESTONE LTD.**, is a Panamanian Private Foundation, protocolized by means of Public Deed Number 4783 of the 23rd day of April 1998 of the Office of the 5th Notary Public and registered at the Private Foundations Section of the Public Registry of Panama at Microjacket F.I.P. 001093, Reel 674 and Frame 0049 as from 30th April, 1998.
6. That according to the Fifth Article of the Regulations of FAITH FOUNDATION "...The Charitable Institution named THE INTERNATIONAL RED CROSS is designated as the Principal Beneficiary of the Foundation...".

Dated this 21st day of December 2004.



Leticia Montoya
Director/Secretary

**CERTIFICATE OF THE SECRETARY OF
WALDORF LTD.**

The undersigned, **LETICIA MONTOYA**, Director and Secretary of **WALDORF LTD.**, ("the Company"), does hereby

CERTIFY:

1. That the Company was incorporated under the laws of NIUE as an International Business Company numbered 006054 on the 21st day of March, 2000.
2. The current directors of the company are:

FRANCIS PEREZ Domiciled at Urb. Quintas de Monticello Ave. Sta. Maria del Fiore No.B-43 Panamá, Rep. de Panamá	Director, President
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LETICIA MONTOYA Domiciled at Residencial Vacamonte Ciudad Vacamonte, No. M-4 Panamá, Rep. de Panamá	Director, Secretary
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HERCILIA MOLINA DE ZELAYA Altos de Cerro Viento, Calle 4 No. 1307 Panamá, Rep. de Panamá	Director, Assistant Secretary
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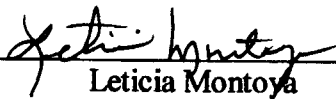
KATIA SOLANO Domiciled at Urb. Villa Lucre Cl. 26, No.3 Panamá, Rep. de Panamá	Director, Assistant Secretary
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ABDIEL NUÑEZ La Pesa, Palmira Panamá, Rep. de Panamá	Director, Assistant Secretary
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3. That the corporation have issued one (1) share certificate of FIFTY THOUSAND (50,000) shares, with a nominal value of ONE DOLLAR (US\$1.00) each share, in exchange for their nominal or par value.
4. That the holder of the above mentioned share certificate is FAITH FOUNDATION.

5. That FAITH FOUNDATION, Shareholder of **WALDORF LTD.**, is a Panamanian Private Foundation, protocolized by means of Public Deed Number 4783 of the 23rd day of April 1998 of the Office of the 5th Notary Public and registered at the Private Foundations Section of the Public Registry of Panama at Microjacket F.I.P. 001093, Reel 674 and Frame 0049 as from 30th April, 1998.
6. That according to the Fifth Article of the Regulations of FAITH FOUNDATION "...The Charitable Institution named THE INTERNATIONAL RED CROS is designated as the Principal Beneficiary of the Foundation...".

Dated this 21st day of December 2004.



Leticia Montoya
Director/Secretary

CERTIFICATE OF THE SECRETARY OF
DENBY LTD.

The undersigned, **LETICIA MONTOYA**, Director and Secretary of **DENBY LTD.**, ("the Company"), does hereby

CERTIFY:

1. That the Company was incorporated under the laws of NIUE as an International Business Company numbered 006055 on the 21st day of March, 2000.
2. The current directors of the company are:

FRANCIS PEREZ Domiciled at Urb. Quintas de Monticello Ave. Sta. Maria del Fiore No.B-43 Panamá, Rep. de Panamá	Director, President
LETICIA MONTOYA Domiciled at Residencial Vacamonte Ciudad Vacamonte, No. M-4 Panamá, Rep. de Panamá	Director, Secretary
HERCILIA MOLINA DE ZELAYA Altos de Cerro Viento, Calle 4 No. 1307 Panamá, Rep. de Panamá	Director, Assistant Secretary
KATIA SOLANO Domiciled at Urb. Villa Lucre Cl. 26, No.3 Panamá, Rep. de Panamá	Director, Assistant Secretary
ABDIEL NUÑEZ La Pesa, Palmira Panamá, Rep. de Panamá	Director, Assistant Secretary
3. That the corporation have issued one (1) share certificate of FIFTY THOUSAND (50,000) shares, with a nominal value of ONE DOLLAR (US\$1.00) each share, in exchange for their nominal or par value.
4. That the holder of the above mentioned share certificate is FAITH FOUNDATION.

5. That FAITH FOUNDATION, Shareholder of **DENBY LTD.**, is a Panamanian Private Foundation, protocolized by means of Public Deed Number 4783 of the 23rd day of April 1998 of the Office of the 5th Notary Public and registered at the Private Foundations Section of the Public Registry of Panama at Microjacket F.I.P. 001093, Reel 674 and Frame 0049 as from 30th April, 1998.
6. That according to the Fifth Article of the Regulations of FAITH FOUNDATION "...The Charitable Institution named THE INTERNATIONAL RED CROSS is designated as the Principal Beneficiary of the Foundation...".

Dated this 21st day of December 2004.



Leticia Montoya
Director/Secretary

MINUTES OF A MEETING OF THE DIRECTORS

OF

HAYLANDALE LIMITED

Minutes of a Meeting of the Directors held on 6th November, 2003.

NOTICE: Notice to this Meeting was waived by all persons entitled thereto.

REPRESENTED WERE:

WHITESTONE LTD.

(Represented by **LETICIA MONTOYA**)

WALDORF LTD.

(Represented by **DARLENE BAYNE**)

CHAIRMAN OF THE MEETING:

LETICIA MONTOYA, Director and Secretary of **WHITESTONE LTD.**, Director of the Company, was elected Chairman of the Meeting.


SECRETARY OF THE MEETING:

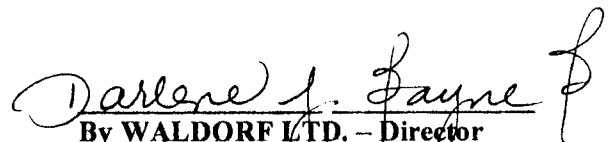
DARLENE BAYNE, Assistant Secretary of **WALDORF LTD.**, Director of the Company, was elected Secretary of the Meeting and acted as such.

IT WAS RESOLVED:

1. That the Registered Agent of the Company, Mossack Fonseca & Co. (Bahamas) Limited, Saffrey Square, Suite 205, Bank Lane, P. O. Box N-8188, Nassau, Bahamas, be and is hereby confirmed;
2. That the Registered Office of the Company, Saffrey Square, Suite 205, Bank Lane, P. O. Box N-8188, Nassau, Bahamas, be and is hereby confirmed;
3. That the appointment of **WHITESTONE LTD.** and **WALDORF LTD.**, as Directors of the Company be and is hereby confirmed;
4. That the appointment of **DENBY LTD.**, as Secretary of the Company be and is hereby approved;
5. That the Company's common seal be and is hereby adopted, and an impression of same be made in the margin of this resolution for the purpose of identification;
6. To authorize, as it is hereby authorised, the issuance of **ONE (1)** share certificate in favour of **CREDIT SUISSE LIFE & PENSIONS (BERMUDA) LIMITED** for **FIFTY THOUSAND (50,000)** shares with a nominal value of ONE DOLLAR (US\$1.00) each share, in exchange for their nominal or par value.

Signed this 6th day of November, 2003.


By **WHITESTONE LTD.** – Director
Leticia Montoya – Director/Secretary
Chairman of the Meeting


By **WALDORF LTD.** – Director
Darlene Bayne – Assistant Secretary
Secretary of the Meeting

HAYLANDALE LIMITED
(the "Company")

Minutes of a Meeting of the Directors held on 6th November, 2003.

NOTICE: Notice to this Meeting was waived by all persons entitled thereto.

REPRESENTED WERE:

WHITESTONE LTD. (Represented by **LETICIA MONTOYA**)
WALDORF LTD. (Represented by **DARLENE BAYNE**)

CHAIRMAN OF THE MEETING:

LETICIA MONTOYA, Director and Secretary of **WHITESTONE LTD.**, Director of the Company, was elected Chairman of the Meeting.

SECRETARY OF THE MEETING:

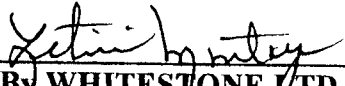
DARLENE BAYNE, Assistant Secretary of **WALDORF LTD.**, Director of the Company, was elected Secretary of the Meeting and acted as such, recording the minutes thereof.

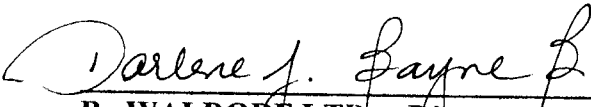
IT WAS RESOLVED:

To grant, as it is in effect granted, a General Power of Attorney in favour of **MARK WILSON**, with domicile at Brodick Farmhouse, Lower Hale, Farnham GU9 9RP, to act pursuant to the powers described on the attached page.

TERMINATION:

There being no other business, the Meeting ended.


By **WHITESTONE LTD.** - Director
Leticia Montoya - Director/Secretary
Chairman of the Meeting


By **WALDORF LTD.** - Director
Darlene Bayne - Assistant Secretary
Secretary of the Meeting

MINUTES OF A MEETING OF THE DIRECTORS

OF

HAYLANDALE LIMITED

Minutes of a Meeting of the Directors held on 6th November, 2003.

NOTICE: Notice to this Meeting was waived by all persons entitled thereto.

REPRESENTED WERE:

WHITESTONE LTD. (Represented by **LETICIA MONTOYA**)
WALDORF LTD. (Represented by **DARLENE BAYNE**)

CHAIRMAN OF THE MEETING:

LETICIA MONTOYA, Director and Secretary of **WHITESTONE LTD.**, Director of the Company, was elected Chairman of the Meeting.

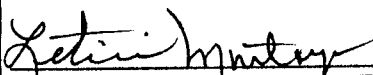
SECRETARY OF THE MEETING:

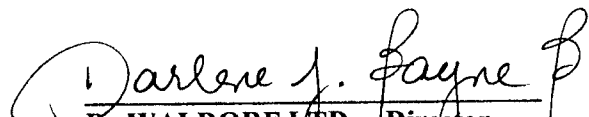
DARLENE BAYNE, Assistant Secretary of **WALDORF LTD.**, Director of the Company, was elected Secretary of the Meeting and acted as such.

IT WAS RESOLVED:

1. That the Registered Agent of the Company, Mossack Fonseca & Co. (Bahamas) Limited, Saffrey Square, Suite 205, Bank Lane, P. O. Box N-8188, Nassau, Bahamas, be and is hereby confirmed;
2. That the Registered Office of the Company, Saffrey Square, Suite 205, Bank Lane, P. O. Box N-8188, Nassau, Bahamas, be and is hereby confirmed;
3. That the appointment of **WHITESTONE LTD.** and **WALDORF LTD.**, as Directors of the Company be and is hereby confirmed;
4. That the appointment of **DENBY LTD.**, as Secretary of the Company be and is hereby approved;
5. That the Company's common seal be and is hereby adopted, and an impression of same be made in the margin of this resolution for the purpose of identification;
6. To authorize, as it is hereby authorised, the issuance of ONE (1) nominative share certificate, of **FIFTY THOUSAND (50,000)** shares with a nominal value of ONE DOLLAR (US\$1.00) each share, in exchange for their nominal or par value.

Signed this 6th day of November, 2003.


By **WHITESTONE LTD.** - Director
Leticia Montoya - Director/Secretary
Chairman of the Meeting


By **WALDORF LTD.** - Director
Darlene Bayne - Assistant Secretary
Secretary of the Meeting

HAYLANDALE LIMITED
(the "Company")


I, the undersigned, **WHITESTONE LTD**, being the sole director of the Company, do hereby set down the following on record:

To appoint, as they are hereby appointed, **WALDORF LTD.**, as Director and **DENBY LTD.**, as Secretary of the Company.

Therefore, the current Directors and Officers of the Company are the following:

WHITESTONE LTD.	-	Director
WALDORF LTD.	-	Director
DENBY LTD.	-	Secretary

Signed this 6th day of November, 2003.


By **WHITESTONE LTD.** - Director
Leticia Montoya - Director /Secretary