FORM "DV"

(COMPANY NAME) PTY LIMITED

MINUTES OF MEETING OF DIRECTORS OF (COMPANY NAME) PTY LIMITED HELD AT LEVEL 2, 350 KENT STREET, SYDNEY, NEW SOUTH WALES, ON (DATE & TIME)

PRESENT:

PROXIES:

CHAIRMAN: was elected to the Chair.

VOLUNTARY ADMINISTRATION:

Resolved: It is in the opinion of the directors that the company is insolvent, or is likely to become insolvent at some future time.

Resolved: That it is in the best interests of the company to voluntarily appoint an administrator, pursuant to Section 436A of the Corporations Act, 2001 to oversee the affairs of the company in accordance with the provisions contained of Part 5.3A of the Corporations Act, 2001.

Resolved: That Steve Nicols is hereby appointed as the company's administrator and is instructed to take all the necessary steps to administer the company with the interests of both the company and creditors in mind.

Resolved: That the company forward a notice under Common Seal to the administrators to that effect forthwith.

DATED at Sydney this day of 2004

..... Director/Chairman

..... Director

..... Director

Confirmed as a true Record

WAIVER OF PERIOD OF NOTICE

We, the undersigned being all the directors of Pty Limited, hereby agree to waive the period of notice required by the Corporations Act, 2001 and the by company's Articles of Association for the calling of the above meeting.

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