

THE COMPANIES ACTS 1931 TO 2004
ISLE OF MAN
WRITTEN MEMBERS' RESOLUTIONS
of
CLEAN ENERGY BRAZIL PLC
(the "Company")

In accordance with article 60 of the Company's articles of association, we, the undersigned, being the sole member of the Company who, at the date of this resolution, is entitled to attend and vote at a general meeting of the Company, hereby resolves that the following special resolutions shall have effect as if they had been passed at a general meeting of the Company duly convened and held:

SPECIAL RESOLUTIONS

1. **THAT** the articles of association of the Company be amended by the deletion of existing article 114 and the insertion in its place of the following article:-

“114 The quorum necessary for the transaction of business may be determined by the Board and until otherwise determined shall be 2 persons, each being a Director or an alternate Director. A person who holds office only as an alternate Director shall only be counted in the quorum if his appointor is not present. A Director or other person who is present at a meeting of the Board in more than one capacity (that is to say as both Director and an alternate Director or as an alternate for more than one Director) shall not be counted as 2 or more for these purposes unless at least one other Director or alternate Director is also present provided that if a majority of the Directors (or the members of any committee of Directors) present at the meeting are present in the United Kingdom the Directors present, irrespective of their number, shall not constitute a quorum and the Directors (or the committee) may not meet. A duly convened meeting of the Board at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions for the time being vested in or exercisable by the Board. Any Director who ceases to be a Director at a meeting of the Directors may continue to be present and to act as a Director and be counted in the quorum until the termination of the meeting of the Directors if no Director objects and if otherwise a quorum of Directors would not be present.”

2. **THAT** the articles of association of the Company shall be further amended by the deletion of existing article 117 and the insertion in its place of the following article:-

“117 Any Director or his alternate may validly participate in a meeting of the Board or a committee of the Board through the medium of conference telephone or electronic mail or similar form of communication equipment provided that all persons participating in the meeting are able to hear and speak to each other throughout such meeting or are able to receive communications from each of the other Directors participating in the meeting. A person so participating shall be deemed to be present in person at the meeting and shall accordingly be counted in a quorum and be entitled to vote. Such a meeting shall be deemed to take place where the Chairman of the meeting is, but at no time shall the majority of the directors or the Chairman of the meeting be located in the United Kingdom. Subject to the Act and these Articles, all business transacted in such manner by the Board or a committee of the Board shall for the purpose of these Articles be deemed to be validly and effectively transacted at a meeting of the Board or a committee of the Board notwithstanding that 2 or fewer than 2 Directors or alternate Directors are physically present at the same place.”

W Trent

For and on behalf of Numis Corporation plc

14/11/06

Date