

Company No. 494538

KEYSER ULLMANN LIMITED
("the Company")

RESOLUTIONS IN WRITING OF THE SOLE MEMBER ENTITLED TO ATTEND
AND TO VOTE AT GENERAL MEETINGS OF THE COMPANY

DATED 30 NOVEMBER 2000

The undersigned, being the sole member of the Company for the time being, entitled to attend and vote at general meetings of the Company, hereby passes the following resolutions as elective resolutions and agrees that the said resolutions shall for all purposes be as valid and effective as if the same had been passed at a general meeting of the Company duly convened and held:

ELECTIVE RESOLUTIONS

The Company elects:

- (A) pursuant to the provisions of the Companies Act 1985 ('the Act'), that instead of the provisions of section 80(4) and (5) of the Act, section 80A shall apply, and for an indefinite period the directors of the Company may exercise any power of the Company to allot relevant securities to the extent of the unissued share capital of the Company from time to time;
- (B) pursuant to section:
 - (i) 252 of the Act, to dispense with the laying of accounts and reports before the company in general meeting;
 - (ii) 366A of the Act, to dispense with the holding of annual general meetings;
 - (iii) 386 of the Act, to dispense with the obligation to appoint auditors annually; and
- (C) that while the election made by resolution (B)(iii) above remains in force, the remuneration of the auditors be fixed by the directors.

For Charterhouse Management Services Limited

for PATERNOSTER SECRETARIES LIMITED

.....*R. P. V.*..... (S P A S E)
Duly authorised representative

Director/Secretary

