

Company Number: 1517478

CERTIFIED TO BE A TRUE
COPY OF THE ORIGINAL
Balraj McKenzie
SOLICITORS 18/1/2000
100 NEW BRIDGE STREET
LONDON
EC4V 6JA

WRITTEN RESOLUTIONS of
McLAREN INTERNATIONAL LIMITED ("the Company")





Pursuant to the provisions of Section 381A of the Companies Act 1985 the following are Resolutions in writing signed by the Members for the time being of the Company entitled to receive notice of and to attend and vote at General Meetings of the Company and 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.

2. IT IS RESOLVED that the regulations contained in the printed document attached hereto be approved and adopted as the Articles of Association of the Company in substitution for and to the exclusion of all the existing Articles of Association of the Company.

3. IT IS RESOLVED that the Company elects:

- (a) to dispense with the holding of Annual General Meetings;
- (b) to dispense with the laying of Accounts and Reports before the Company in General Meeting; and
- (c) to dispense with the obligation to appoint auditors annually.


duly authorised signatory for and on behalf of
TAG McLaren Marketing Services Limited


duly authorised signatory for and on behalf
of TAG McLaren Holdings Limited

Dated: 14 January 2000

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