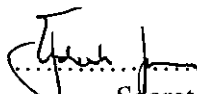


Company Number: 2141109

THE COMPANIES ACT 1985  
AND  
THE COMPANIES ACT 1989  
**ELECTIVE RESOLUTIONS**  
OF  
**CHART ELECT DIRECT LIMITED**

On 21 November 2001, the following RESOLUTIONS IN WRITING (such Resolutions to have effect as **ELECTIVE RESOLUTIONS**) were passed by all the members of the Company who were at the date thereof entitled to attend and vote at a general meeting of the Company pursuant to section 381A, Companies Act 1985 (as amended):

- “1. THAT pursuant to Section 366A of the Companies Act 1985 (as amended), the Company hereby elects to dispense with the holding of Annual General Meetings in 2002 and subsequent years.
2. THAT the Company elect to dispense with the obligation to appoint auditors annually pursuant to Section 386 of the Companies Act 1985 (as amended) and to authorise the directors to fix their remuneration from time to time as they should think fit.
3. THAT pursuant to Section 252 of the Companies Act 1985 (as amended) the Company hereby elects to dispense with the laying of accounts and reports before the Company in general meeting.”

  
.....  
Secretary

