

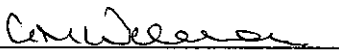
Company Number: 2171236

THE COMPANIES ACT 1985
A PRIVATE COMPANY LIMITED BY SHARES
SPECIAL RESOLUTION OF
THE MEMBER OF
FIRST ACTIVE IFA LIMITED
(the "Company")
(passed 22 November 2000)

At an Extraordinary General Meeting of the Company duly convened and held on 22 November 2000 the following resolutions were duly passed as Special Resolutions:

SPECIAL RESOLUTIONS

1. THAT KPMG be and are hereby appointed Auditors of the Company for the year ending 31 December 2000.
2. THAT PricewaterhouseCoopers hereby resigned as Auditors of the Company.

Signed 
Company Secretary

