

**COMPANY No. 2204145**

**THE COMPANIES ACT 1985**

**COMPANY LIMITED BY SHARES**

**RESOLUTIONS**

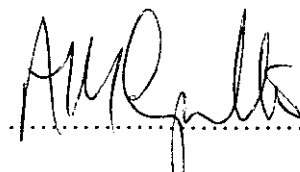
**OF**

**CITIFRIENDS NOMINEE LIMITED**

Pursuant to Section 381A of the Companies Act 1986 the following Resolutions were duly passed on 21st June 2001 as Elective Resolutions:

**Elective Resolutions**

1. THAT pursuant to Section 366A of the Companies Act 1985 the Company hereby elects to dispense with the holding of an Annual General Meeting for 2002 and subsequent years.
2. THAT pursuant to Section 252 of the Companies Act 1985 the Company hereby elects to dispense with the laying of accounts and reports before the Company in General Meeting in respect of the financial year ending 31st December 2001 and subsequent financial years.
3. THAT pursuant to Section 386 of the Companies Act 1985 the Company hereby elects to dispense with the obligation to appoint auditors annually and accordingly that the Company's present auditors, KPMG Audit plc, shall be deemed to be appointed for 2002 and subsequent financial years, unless and until the Company shall resolve otherwise.

..... Secretary

Presented by:  
A.M. Gaulter  
120 Cheapside  
London EC2V 6DS

