

Company Number:- 2301363

THE COMPANIES ACT 1985  
COMPANY LIMITED BY SHARES  
ORDINARY RESOLUTION OF  
OF  
**THE UK CHANNEL LIMITED**

DATED 11 DECEMBER 2001

Pursuant to Section 381A of the Companies Act 1985 (as incorporated by Section 113 of the Companies Act 1989) we being the sole Member of the Company for the time being entitled to receive notice of and to attend and vote at General Meetings of the Company HEREBY RESOLVE the following as a written Ordinary Resolution of the Company:-

ORDINARY RESOLUTION

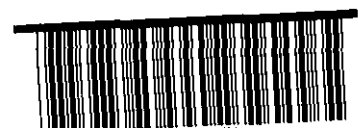
"THAT, following receipt of a resignation letter from KPMG as auditors of the Company, PricewaterhouseCoopers be appointed as auditors of the Company with immediate effect."

For and on behalf of  
Campania Limited

.....  
Authorised signatory

For and on behalf of  
ITC Distribution Limited

.....  
Authorised signatory



A50  
COMPANIES HOUSE

\*ACFBURHY\*

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03/05/02