

COMPANY NUMBER:2301363

The Companies Acts 1985 to 1989

Private Company Limited by Shares

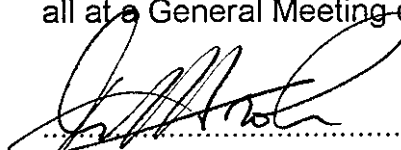
Written Resolutions of:

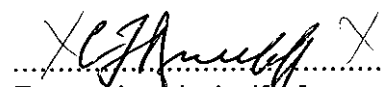
THE UK CHANNEL LIMITED

Dated this **14TH** day of **APRIL 1998**

1. "THAT pursuant to Section 366A of the Companies Act 1985 the Company hereby elects to dispense with the holding of Annual General Meetings in 1998 and subsequent years until this election is revoked".
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".
3. "THAT pursuant to Section 386 of the Companies Act 1985 the Company hereby elects to dispense with the obligation to appoint Auditors annually".

We, the undersigned, being all the members of the Company who, at the date of these Resolutions would be entitled to attend and vote at General Meetings of the Company HEREBY PASS the above Resolutions as Elective Resolutions and agree that the said Resolutions shall, for all purposes, be as valid and effective as if the same had been passed by us all at a General Meeting of the Company duly convened and held.


For and on behalf of
CAMPANIA LIMITED


For and on behalf of
ITC DISTRIBUTION LIMITED

REFERENCE: BOLA ABIOYE
1 SUSSEX PLACE
LONDON W6 9XS

