

Company Number: 2431038

**THE COMPANIES ACTS 1985 AND 1989  
COMPANY LIMITED BY SHARES**

**ELECTIVE RESOLUTIONS OF  
PSD ASSOCIATES LIMITED**

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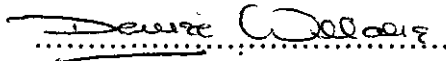
**passed 8 MARCH 2001**

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The following Elective Resolutions were passed as Written Resolutions by the sole member and are deemed to be as effective as if they had been passed at a general meeting of the Company duly convened:

**ELECTIVE RESOLUTIONS**

1. THAT, pursuant to Section 252 of the Act, the Company hereby elects to dispense with the laying of accounts and reports for the Company in general meeting for the current financial year and all subsequent years until this election is revoked.
2. THAT, pursuant to Section 366A of the Act, the Company hereby elects to dispense with the holding of an Annual General Meeting in 2002 and subsequent years until this election is revoked.
3. THAT, pursuant to Section 386 of the Act, the Company hereby elects to dispense with the obligation to appoint Auditors annually.

  
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For and on behalf of Cordiant  
Communications Group plc  
Secretary

