

**The Companies Act 1985**

**ELECTIVE RESOLUTION OF  
MONEY CONTROLS LIMITED ("the Company")**

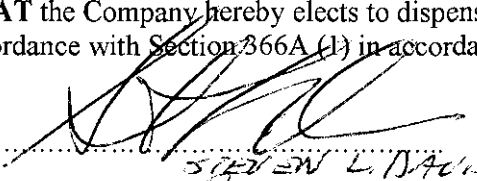
**Pursuant to Section 381A of the Companies Act 1985 ('the Act')**

**Passed on 31 July 2000**

**WE**, the undersigned members of the above named Company being all the members who at the date hereof would be entitled to attend and vote at a general meeting of the Company, hereby resolve as follows such resolution to take effect as an elective resolution pursuant to Section 379A of the Act

**ELECTIVE RESOLUTION**

**THAT** the Company hereby elects to dispense with the holding of annual general meetings in accordance with Section 366A (1) in accordance with s379A of the Companies Act 1985.

  
.....  
STEPHEN L. DAVIS  
For and on behalf of CA-MC Acquisition Co

  
.....  
For and on behalf of CA-MC Acquisition UK Limited

COMPANY NUMBER : 2549191

