

THE COMPANIES ACTS 1985-1989
PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

of

LTA GROUND LIMITED

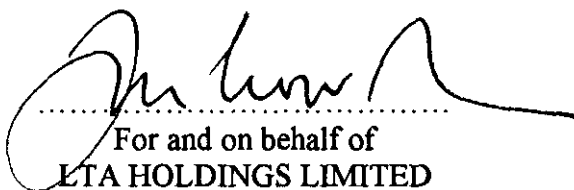
We, being the sole Member for the time being of the above-named Company entitled to received notice of and attend and vote at General Meetings, HEREBY PASS the following Resolutions as Elective Resolutions of the Company and agree that the said Resolutions shall, pursuant to Ss. 381A and 379A of the Companies Act 1985 (as amended by the Companies Act 1989) for all purposes be as valid and effective as if the same had been passed at a General Meeting of the Company duly convened and held:

Elective Resolutions

IT IS HEREBY RESOLVED THAT:

1. The Company is no longer required to lay Accounts and Reports before the Members in General Meeting;
2. The Company is no longer required to hold Annual General Meetings;
3. The majority required to authorise short notice of Meetings is reduced from 95% to 90%;
4. The requirement that the Auditors be re-appointed annually is dis-applied.

Dated this 27th day of January 2003


For and on behalf of
LTA HOLDINGS LIMITED

