

Company Number 2682283

THE COMPANIES ACT 1985
PRIVATE COMPANY LIMITED BY SHARES
WRITTEN RESOLUTION OF
VANDERBILT 1992 LIMITED

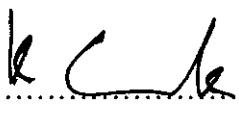
The following Elective Resolutions were passed by the sole member as Written Resolutions on 22 October 2002

We, the undersigned, being the sole member of the Company entitled to attend and vote at general meetings of the Company hereby pass the following resolutions as Elective Resolutions.

THAT in accordance with the provisions of Section 252 of the Companies Act 1985 (as amended by Section 16 Companies Act 1989) the Company hereby elects to dispense with the laying of accounts and reports before the company in general meeting for the financial period ending 31 December 2002 and subsequent financial years.

THAT in accordance with the provisions of section 366A of the Companies Act 1985 (inserted by Section 115 Companies Act 1989) the company hereby elects to dispense with the holding of the Annual General Meeting for 2003 and subsequent years.

THAT in accordance with the provisions of Section 386 of the Companies Act 1985 (as amended by Section 119 Companies Act 1989) the Company hereby elects to dispense with the obligation to appoint auditors annually.


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Company Secretary

22 October 2002
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Date

