COMPANY NUMBER: 2861142

THE COMPANIES ACT OF 1985 TO 1989

COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

OF

Senior Operations Limited (the "Company")

We, the undersigned, being or representing all the members of the Company entitled to vote at general meetings HEREBY RESOLVE:

THAT the Directors be and they are hereby generally and unconditionally authorised pursuant to section 80 of the Companies Act 1985 to exercise any power of the company to allot and grant rights to subscribe for or to convert securities into shares of the company up to a maximum nominal amount equal to the nominal amount of the authorised but unissued share capital at the date of the passing of this resolution. The authority hereby given shall be for an indefinite period.

THAT in accordance with sections 252 and 379A of the Companies Act 1985 (as amended) the company elects to dispense with the laying of accounts and reports before the company in general meeting in respect of the 2002 Accounts and in respect of subsequent financial years until this resolution is revoked or otherwise ceases to have effect.

THAT in accordance with sections 366A and 379A of the Companies Act 1985 (as amended) the company elects to dispense with the holding of annual general meetings in the year this resolution is passed and subsequent years until this resolution is revoked or otherwise ceases to have effect.

3 July 2003

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DIRECTOR **DIRECTOR**

Note: A member entitled to attend and vote at the above mentioned meeting is entitled to appoint a proxy, who need not be a member of the company to attend and vote instead of him.

ASMWLMPT
A30 0599
COMPANIES HOUSE 17/07/03