

Company Number: 3219943

THE COMPANIES ACTS 1985 AND 1989

COMPANY LIMITED BY SHARES

CERTIFIED COPY
[Signature]
DIRECTOR



WRITTEN RESOLUTIONS OF
GROSVENOR LIMITED

Pursuant to Section 381A of the Companies Act 1985 (as amended by the Companies Act 1989) (the "Act"), we, the undersigned, being all the members of the Company having the right to vote at general meetings or authorised agents of such members signify our assent to the passing of the resolutions set out below to the effect that such resolutions shall be deemed to be as effective as if they had been passed at a general meeting of the Company duly convened and held.

It is noted that the Company is no longer dormant as defined by section 250 of the Act, and therefore is no longer exempt from the provisions of Part VII of the Act relating to the audit of accounts and obligation to appoint auditors.

1. ORDINARY RESOLUTION

That Deloitte & Touche be and are hereby appointed as auditors of the company.

2. ELECTIVE RESOLUTION

That, pursuant to Section 380 of the Act, the Company shall not appoint its auditors and **THIS RESOLUTION PROCESSED SEPARATELY**

J H M Newsum/The Earl of Home/Sir John James/M A Loveday

[Signature]
JHMN

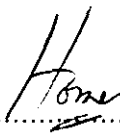
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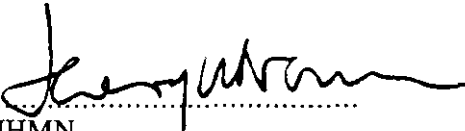
[Signature]
JNCJ

MA Loveday
MAL By *[Signature]* Attorney
Swals P.

J R Sclater/The Earl of Home/J H M Newsum/M A Loveday

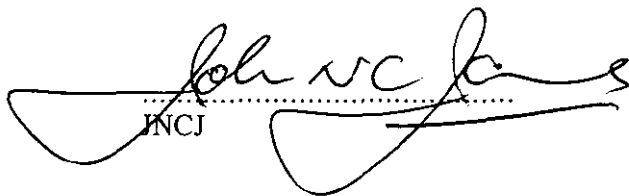

JRS

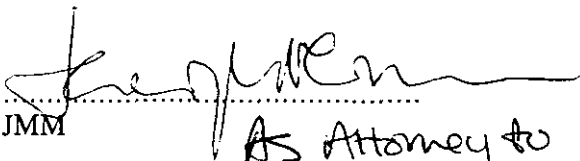

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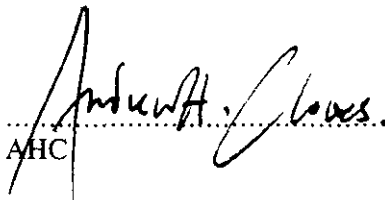

JHMN

MA Loveday
MAL By his Attorney
S. S. S. S.

Sir John James/J M Marshall/A H Clowes

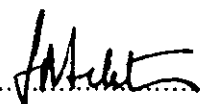

JMCJ

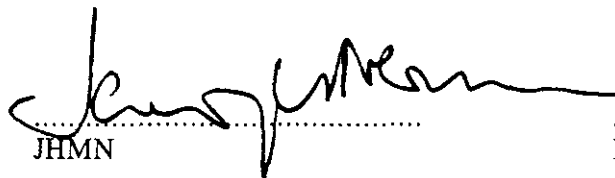

JMM As Attorney to
J M Marshall


AHC

Sir John James/J R Sclater/J H M Newsum/M A Loveday

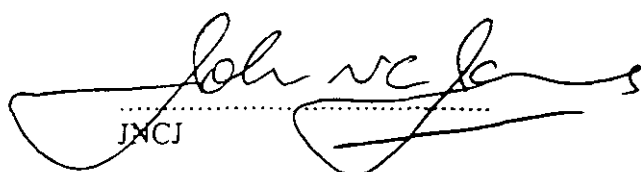

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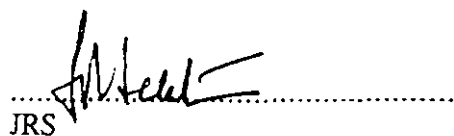

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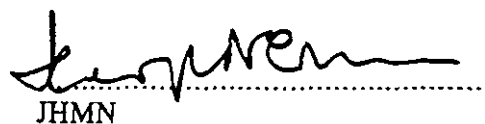
MA Loveday
MAL By his Attorney
S. S. S. S.


Sir John James/J R Sclater/The Earl of Home/J H M Newsum


JNCJ

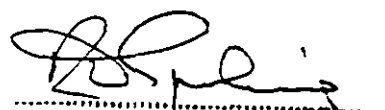
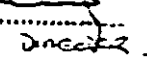

JRS


EOH


JHMN

Westminster
by his attorney 
The Duke of Westminster OBE TD DL

.....
for and on behalf of
Nakar Holdings SA


.....
for and on behalf of 
Vesta Limited

Dated 28.02.00

Company Number: 3219943

CERTIFIED COPY

THE COMPANIES ACTS 1985 AND 1989



DIRECTOR

COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS OF
GROSVENOR LIMITED

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1. ORDINARY RESOLUTION

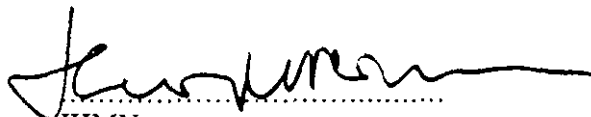
That Deloitte & Touche be and are hereby appointed as auditors of the company.

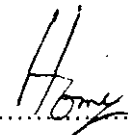
2. ELECTIVE RESOLUTION

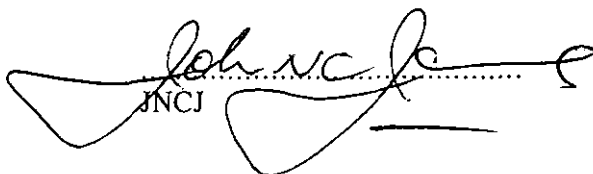
That, pursuant to Section 380 of the Act, the Company shall not appoint its auditors annually.

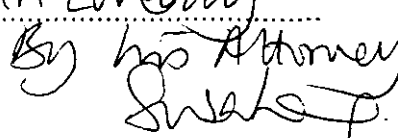
"FOR INFORMATION ONLY"
THIS RESOLUTION PROCESSED SEPARATELY

J H M Newsum/The Earl of Home/Sir John James/M A Loveday



JHMN



EOH

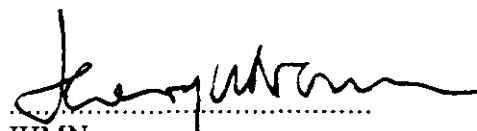

JNCJ

MA Loveday
MAL By 

J R Sclater/The Earl of Home/J H M Newsum/M A Loveday

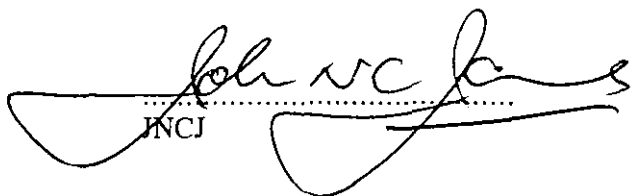

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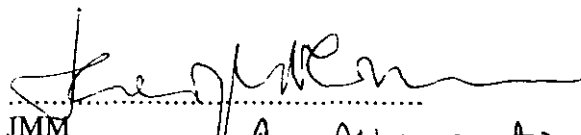

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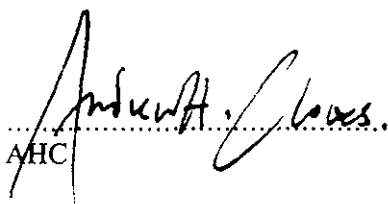

JHMN

MA Loveday
MAL By his Attorney
Swanwick

Sir John James/J M Marshall/A H Clowes

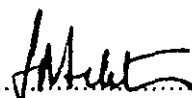

JMCJ

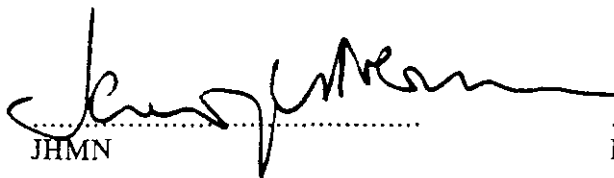

JMM As Attorney to
J M Marshall


AHC

Sir John James/J R Sclater/J H M Newsum/M A Loveday

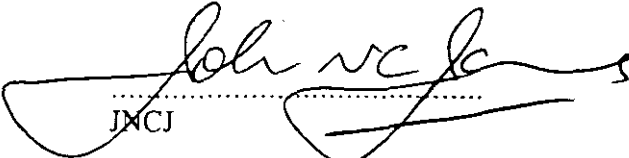

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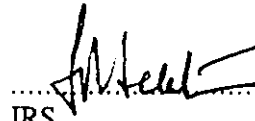

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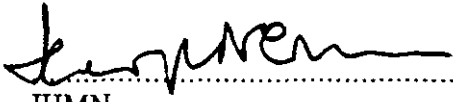
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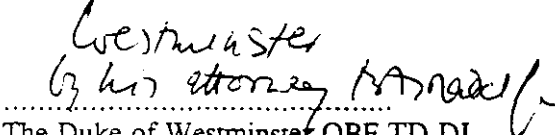
Sir John James/J R Sclater/The Earl of Home/J H M Newsum



JNCJ



JRS


EOH


JHMN


The Duke of Westminster OBE TD DL


E.E. Vincent
Director


M. Moxey
Director

for and on behalf of
Nakar Holdings SA

for and on behalf of
Vesta Limited

Dated 28th February, 2000