

Company Number: 3219943

CERTIFIED COPY

[Signature]

DIRECTOR

THE COMPANIES ACTS 1985 AND 1989

COMPANY LIMITED BY SHARES



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 ~~and Co~~ be and are hereby appointed as auditors of the company.

THIS RESOLUTION PROCESSED SEPARATELY

2. ELECTIVE RESOLUTION

That, pursuant to Section 386 of the Act, the Company shall not appoint its auditors annually.

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

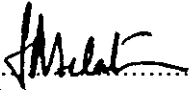
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JHMN


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EOH

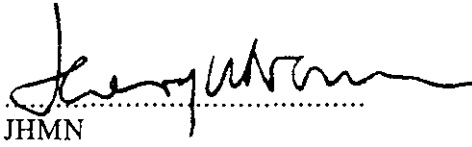
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JNCJ

MA Loveday
MAL By *[Signature]*
S. W. S. P.

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

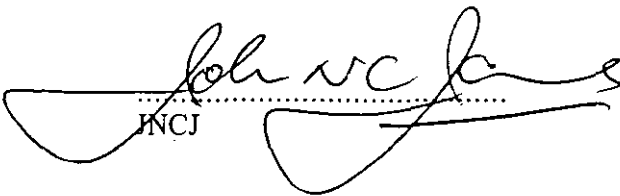

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JRS

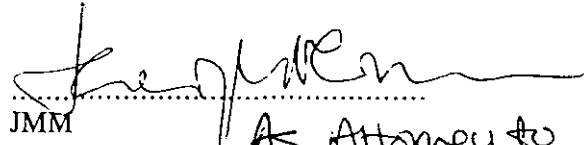

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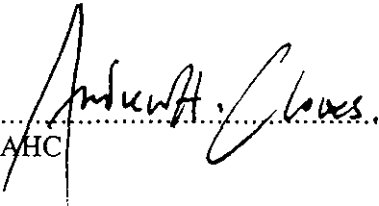

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JHMN

MA Loveday
MAL By his Attorney
Swankip

Sir John James/J M Marshall/A H Clowes

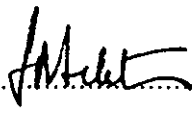

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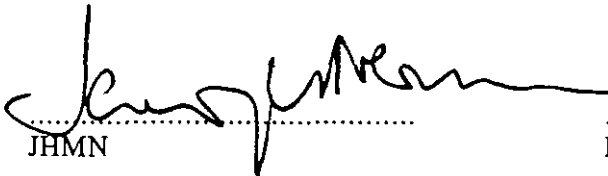

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JMM As Attorney to
J M Marshall


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AHC

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

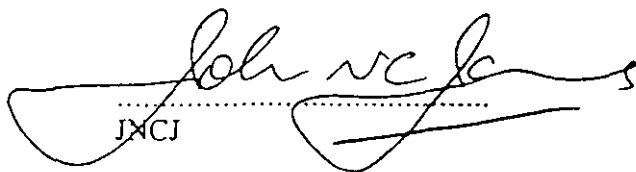

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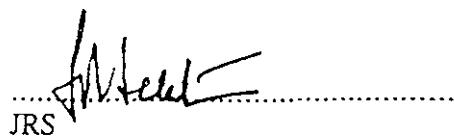

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JRS


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JHMN

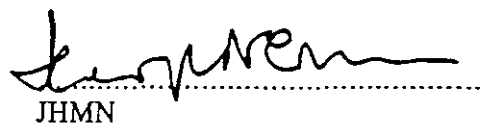
MA Loveday
MAL By his Attorney
Swankip

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


JNCJ

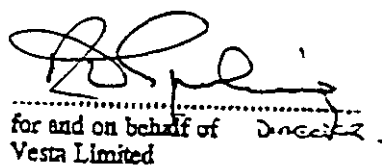

JRS


EOH


JHMN

Westminster
by his attorney-at-law
The Duke of Westminster OBE TD DL


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


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

Dated 28.02.00

Company Number: 3219943

CERTIFIED COPY



DIRECTOR

THE COMPANIES ACTS 1985 AND 1989

COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS OF

GROSVENOR LIMITED

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1. ORDINARY RESOLUTION

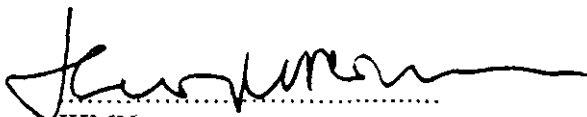
That Deloitte & Touche be and are hereby appointed as auditors of the company.

"FOR INFORMATION ONLY"
THIS RESOLUTION PROCESSED SEPARATELY


2. ELECTIVE RESOLUTION

That, pursuant to Section 386 of the Act, the Company shall not appoint its auditors annually.

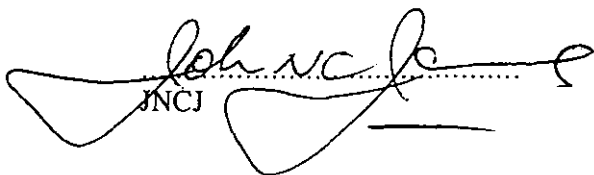
J H M Newsum/The Earl of Home/Sir John James/M A Loveday



JHMN



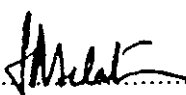
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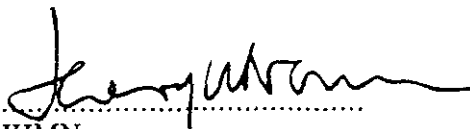
JNCJ

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

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

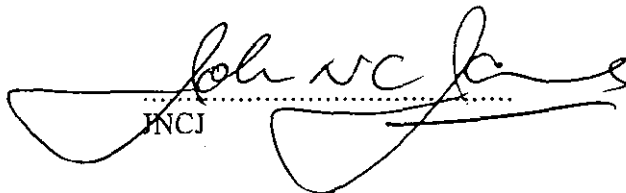

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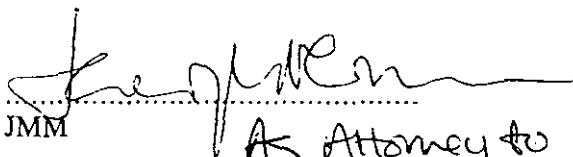

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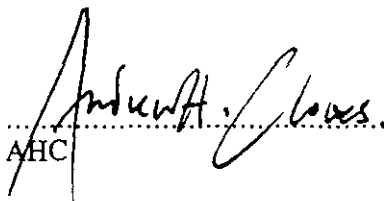

JHMN

MA Loveday
MAL By his Attorney
Swankip

Sir John James/J M Marshall/A H Clowes

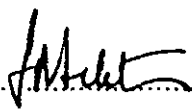

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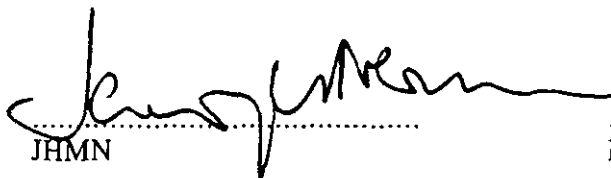

JMM As Attorney to
J M Marshall


AHC

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

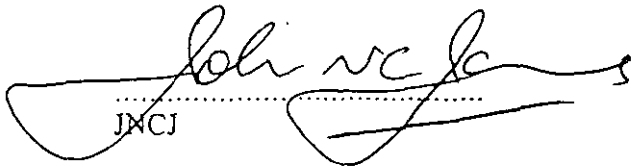

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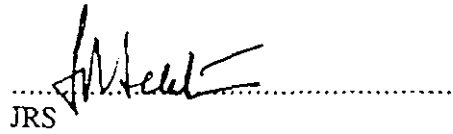

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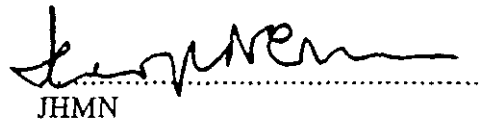
MA Loveday
MAL By his Attorney
Swankip

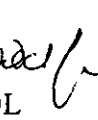
Sir John James/J R Sclater/The Earl of Home/J H M Newsum




JNCJ


JRS


EOH


JHMN

Westminster
by his attorney 
The Duke of Westminster OBE TD DL

 
E. E. Vincent M. Moxey
Director Director
for and on behalf of
Nakar Holdings SA

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

Dated 28th February, 2000