

11-09-97

SEVERNSIDE COMPANY SERVICES
110 WHITCHURCH ROAD
CARDIFF CF2 3LY
TEL: 01222 520222
FAX: 01222 521518

Company No. 3417017

THE COMPANIES ACTS 1985 TO 1989

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

OF

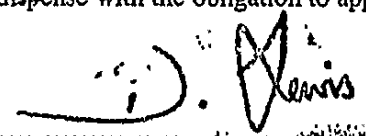
FASTCASH LIMITED
("the Company")

We, the undersigned, being all the Members of the Company who at the date of this Resolution are entitled to attend and vote at general meetings of the Company HEREBY AGREE pursuant to Section 381A of the Companies Act 1985 that the Elective Resolution set out below shall be valid and effective as an Elective Resolution of the Company, as if the Resolution had been duly passed as an Elective Resolution of the Company in general meeting:

ELECTIVE RESOLUTION

That:

- (a) in accordance with the provisions of Section 366A of the Companies Act 1985 ("the Act"), the Company dispenses with the holding of annual general meetings; and
- (b) in accordance with the provisions of Section 252 of the Act (as replaced by Section 16 of the Companies Act 1989) the Company dispenses with the laying of accounts and reports before the Company in general meeting; and
- (c) in accordance with section 386 of the Companies Act, the company hereby elects to dispense with the obligation to appoint auditors annually.

Signed  Dated 8.8.1997
Signed on behalf of
SEVERNSIDE SECRETARIAL LIMITED

