

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

GS FOURTEEN LIMITED

Registered Number: 3423192

Certified copy of written elective resolutions of the sole member of the Company pursuant to Sections 379A and 381A of the Companies Act 1985 passed on 29 August 1997.

RESOLVED

1. LAYING OF ACCOUNTS AND REPORTS

THAT in accordance with the provisions of Section 252 of the Companies Act 1985 the Company does hereby dispense with the laying of accounts and reports before the Company in general meeting.

2. HOLDING OF ANNUAL GENERAL MEETING

THAT, notwithstanding the provisions of the Articles of Association of the Company, in accordance with the provisions of Section 366A of the Companies Act 1985 the Company does hereby dispense with the holding of the annual general meetings.

3. APPOINTMENT OF AUDITORS

THAT in accordance with the provisions of Section 386 of the Companies Act 1985 the Company does hereby dispense with the obligation to appoint auditors annually.

R Walker

R Walker
Secretary

Date 1 August 1997

