

No. 3424583

The Companies Act 1985

Private Company Limited by Shares

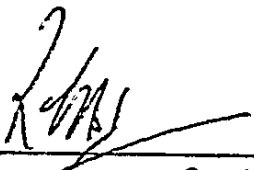
Written Resolutions of LGS Holdings Limited

The following resolutions were passed as written resolutions of the Company in accordance with Section 381A of the Companies Act 1985 (as amended) on 20 August 1997.

Elective Resolutions

IT IS HEREBY RESOLVED:

- 1 **THAT**, in accordance with Section 366A and 379A of the Companies Act 1985 (as amended), the Company hereby elects to dispense with the holding of annual general meetings for the year 1998 and subsequent years.
- 2 **THAT**, in accordance with Sections 379A and 252 of the Companies Act 1985 (as amended) ("the Act"), the Company hereby elects in respect of the financial period ending 31 December 1998 and subsequent financial years to dispense with the obligation in Section 241 of the Act to lay accounts and reports before the Company in general meeting.
- 3 **THAT**, in accordance with Sections 379A and 386 of the Companies Act 1985 (as amended) ("the Act"), the Company hereby elects in respect of the financial period ending 31 December 1998 and subsequent financial years to dispense with the obligation under Section 384 of the Act to appoint auditors annually.


Secretary

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