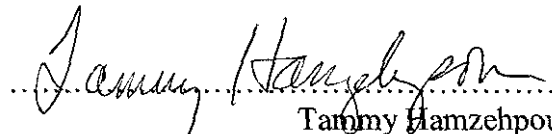


GMAC-RFC (UK) Limited

Number: 3471082

ORDINARY RESOLUTIONS:

1. **IT IS RESOLVED** that the report of the directors and the audited accounts for the year ended 31 December 2000 be and are hereby approved.
2. **IT IS RESOLVED** that PricewaterhouseCoopers be re-elected as auditors of the Company.


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Tammy Hamzehpour
Corporate Representative

Date 16th October 2001

