

Company Number: 3525975



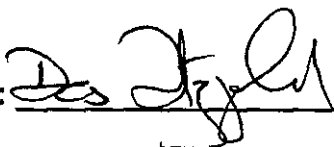
THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION
of
FIRST ACTIVE COMMERCIAL LIMITED
(the "Company")

We, the undersigned, being the sole member for the time being of the above named Company, entitled to attend and vote at any general meeting of the Company HEREBY AGREE, pursuant to Section 381A of the Companies Act 1985, that the Resolution detailed below will be valid and effective as a Special Resolution of the Company as if it had been duly passed as a Special Resolution of the Company in general meeting.

SPECIAL RESOLUTION

THAT Deloitte & Touche Chartered Accountants, Deloitte & Touche House, 29 Earlsfort Terrace, Dublin 2, be and are hereby appointed as the auditors of the company to hold office until the conclusion of the next general meeting at which accounts are laid before members and that the firm's remuneration be determined by the directors.

Signed:  Director

Date: 23 Dec 2004

Signed:  Director/Secretary Date: 23/12/ 2004
FIRST ACTIVE HOLDINGS INTERNATIONAL LIMITED