

20 - 07 - 98

Company No. 3565652

THE COMPANIES ACTS 1985 AND 1989

PRIVATE COMPANY LIMITED BY SHARES

RESOLUTION IN WRITING

of

OXENHILL LIMITED

Clifford Chance Nominees Limited, being the sole member of the Company who at the date of this resolution is entitled to attend and vote at a general meeting of the Company, RESOLVES in accordance with section 381A of the Companies Act 1985 to pass the following elective resolution, AS FOLLOWS:

- 1) dispense with the laying of accounts and reports before a general meeting
- 2) dispense with the holding of an annual general meeting
- 3) dispense with the annual appointment of auditors

SIGNATURE:


for and on behalf of Clifford Chance Nominees Limited

DATE:

6 JULY 1998

