



Company Number: 3684651

THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES
WRITTEN RESOLUTION
(Pursuant to Section 379A of the Companies Act 1985)
OF
ESPERIA CAPITAL MANAGEMENT LIMITED

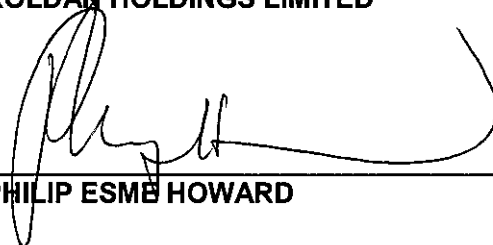
By written resolution of all the members of the above-named company approved on 28 October 2003 the following resolutions were passed as elective resolutions namely:

ELECTIVE RESOLUTIONS

- 1 **THAT** the Company dispense with the laying of accounts and reports before the Company in general meeting, in accordance with Section 252 Companies Act 1985 ("the Companies Act") as amended by the Companies Act 1989.
- 2 **THAT** the Company dispense with the holding of annual general meetings in accordance with Section 366(A) Companies Act as amended.
- 3 **THAT** the Company dispense with the obligation to appoint auditors annually in accordance with Section 386 Companies Act as amended.

  DIRECTOR
DIRECTOR

FOR AND ON BEHALF OF
ROLDAN HOLDINGS LIMITED



PHILIP ESME HOWARD

