

LATIUM GROUP LIMITED (the "Company")**Written Resolutions****Pursuant to****Section 381A Companies Act 1985 (as amended)**

We, the undersigned, being all the Members of the above named Company entitled to receive notice of and to attend and vote at General Meetings of the Company do hereby agree to and make the following resolutions which shall have effect as ordinary or special resolutions as indicated and which shall, pursuant to section 381A of the Companies Act 1985 (as amended), be as valid and effective for all purposes as if the same had been duly passed at a General Meeting of the Company duly convened and held:

SPECIAL RESOLUTION

THAT the Company be wound up voluntarily for the purposes of reconstruction.

ORDINARY RESOLUTION

THAT Stephen Treharne and Jeremy Simon Spratt of KPMG be and are hereby appointed joint Liquidators for the purpose of the Company being wound up with power to act singularly or jointly.

Dated 25 March 2002

.....
Brian George Kennedy

.....
3i Group plc

.....
Christine Kennedy

.....
Intermediate Capital Investments
Limited

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S. J. Morris
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I CERTIFY THAT THIS IS A TRUE COPY
OF THE ORIGINAL DOCUMENT