

THE COMPANIES ACT 1985

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN ELECTIVE RESOLUTIONS

- of -

ADMINSOURCE HOLDINGS (UK) LIMITED

(Passed

2001)

Pursuant to Regulation 53 of Table A of the Companies Act 1985, we, the undersigned, being all the Members entitled to receive notice of and to attend and vote at General Meetings of the Company hereby pass the following Resolutions as Elective Resolutions:

WRITTEN ELECTIVE RESOLUTIONS

1. THAT the provisions of Section 80A of the Companies Act 1985 ("the Act") shall apply, in place of Section 80(4) and (5) of the Act, in relation to the giving or renewal, after the passing of this resolution, of an authority under the said Section 80.
2. THAT pursuant to Section 252 of the Act the Company shall dispense with the requirement to lay its annual accounts (including the directors reports and auditors reports) before the Company in general meeting in this and future financial years.
3. THAT to Section 366A of the Act the Company shall dispense with the holding of annual general meetings in this and future years.
4. THAT pursuant to Section 386 of the Act the Company shall dispense with the obligation to appoint auditors annually and that PricewaterhouseCoopers shall



remain as auditors of the Company until the Company shall otherwise determine in general meeting.

Dated this 29th day of JANUARY 2001

Signed by 
For and on behalf of AGF Management Limited (Sole Shareholder)