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No.3891149

The Companies Act 1985

Private Company Limited by Shares

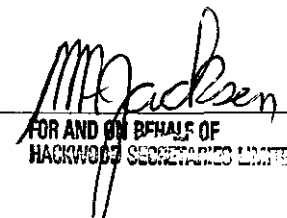
Written Resolutions of DIXONS EUROPEAN INVESTMENTS LIMITED

The following resolutions were passed as written resolutions of the Company in accordance with Section 381A of the Companies Act 1985 (as amended) on 27 January 2000.

Written Resolutions

IT IS HEREBY RESOLVED:-

- 1 **THAT** the Memorandum of Association of the Company with respect to its objects be altered by deleting sub-clause 3.1 thereof and by substituting therefor sub-clause 3.1 contained in the print of the Memorandum of Association which, for the purpose of identification, is signed on behalf of the Subscriber to the Memorandum of Association of the Company.
- 2 **THAT** the regulations contained in the print of the Articles of Association, for the purpose of identification signed on behalf of the Subscriber to the Memorandum of Association of the Company, be and are hereby approved and adopted as the Articles of Association of the Company in substitution for and to the exclusion of all existing Articles of Association.
- 3 **THAT**, in accordance with Section 366A and 379A of the Companies Act 1985 (as amended), the Company hereby elects to dispense with the holding of annual general meetings for the year 2000 and subsequent years.
- 4 **THAT**, in accordance with Sections 379A and 252 of the Companies Act 1985 (as amended) ("the Act"), the Company hereby elects in respect of the financial year ending 30 April 2001 and subsequent financial years to dispense with the obligation in Section 241 of the Act to lay accounts and reports before the Company in general meeting.
- 5 **THAT**, in accordance with Sections 379A and 386 of the Companies Act 1985 (as amended) ("the Act"), the Company hereby elects in respect of the financial year ending 30 April 2001 and subsequent financial years to dispense with the obligation under Section 384 of the Act to appoint auditors annually.


FOR AND ON BEHALF OF
HACKWOOD SECRETARIES LIMITED

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