


XLSIS LIMITED
(the "Company")


WRITTEN RESOLUTIONS
of all of the Company's Members dated 2 July 2001

We the undersigned, being all the Members of the above-named Company, hereby resolve by way of written resolution, as follows:-

To take effect as Elective Resolutions pursuant to Section 379A Companies Act 1985:-

1. THAT the Company elects, in accordance with Section 366A of the Companies Act 1985, to dispense with the requirement to hold annual general meetings of the Company;
2. THAT the Company elects, in accordance with Section 386 of the Companies Act 1985, to dispense with the requirement to appoint auditors to the Company on an annual basis; and
3. THAT the Company elects, in accordance with Section 252 of the Companies Act 1985, to dispense with the laying of accounts and reports before the Company in general meeting.


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N H F OPENSHAW
Duly authorised for and on behalf of OSS NOMINEES LIMITED


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N H F OPENSHAW
Duly authorised for and on behalf of OSS DIRECTORS LIMITED

2 July 2001

