

Company Number:  
4007726

THE COMPANIES ACT 1985  
COMPANY LIMITED BY SHARES  
WRITTEN RESOLUTION  
OF

CHARLES RIVER ASSOCIATES LIMITED (the "Company")

The sole member hereby consents to the convening of this meeting on less than 21 days' notice.

It was noted that the audited annual accounts for the period since incorporation of the Company to 24th November, 2001 and directors' report signed on behalf of the board by Robert Laslett were laid before the meeting.

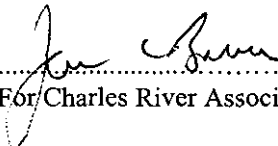
The sole member of the Company passes the following resolution as a written resolution in accordance with article 5 of the articles of association of the Company:

**RESOLUTION**

That:

- (1) the Company elects to dispense with the laying of accounts and reports before the company in general meeting;
- (2) the Company elects to dispense with the holding of annual general meetings of the company; and
- (3) the Company elects to dispense with the annual appointment of auditors.

Dated 18 October, 2002

  
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For Charles River Associates Incorporated



NY:43853.1