

THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES
ORDINARY RESOLUTIONS

- of -

3198TH SINGLE MEMBER SHELF TRADING COMPANY LIMITED

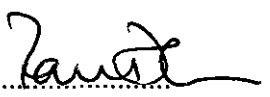
Passed 22 September 2000 at 2.00pm

At an Extraordinary General Meeting of the above-named Company duly convened and held on 22 September 2000 at 21 Holborn Viaduct, London EC1A 2DY the following resolutions were duly passed as ordinary resolutions.

ORDINARY RESOLUTIONS

THAT:

- (a) for the purposes of Section 80 and 80A of the Companies Act 1985 the Directors Company be authorised to exercise the powers of the Company to allot up to 100 shares in the capital of the Company such authority to expire on the fifth anniversary of the date of the Resolution; and
- (b) the Directors be authorised to fix from time to time the auditors' remuneration until such time as the Elective Resolution to dispense with the obligation to appoint auditors annually is revoked.

Signed:  :
Director, Serjeants' Inn Nominees Limited

