

No: 4126664

THE COMPANIES ACTS 1985 AND 1989

PRIVATE COMPANY LIMITED BY SHARES

ELECTIVE RESOLUTIONS

OF

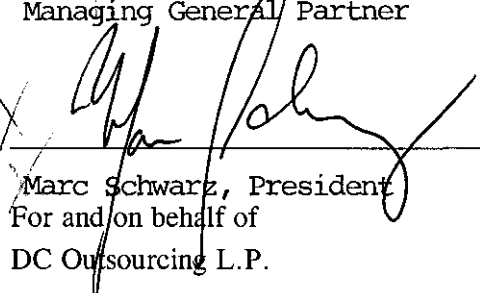
DC OUTSOURCING HOLDING U.K. LIMITED

Pursuant to S. 381A of the Companies Act 1985 we, being the Sole Member of the Company for the time being entitled to receive notice of and to attend and vote at General Meetings of the Company, **HEREBY RESOLVE** as follows:

ELECTIVE RESOLUTIONS

1. THAT in accordance with Section 252 of the Companies Act 1985, no Accounts and Reports shall in future be laid before the Company in General Meeting.
2. THAT in accordance with Section 386 of the Companies Act 1985 the Company shall dispense with the appointment of Auditors annually.
3. THAT in accordance with Section 366A of the Companies Act 1985 the Company shall dispense with the holding of Annual General Meetings.

DC Outsourcing LLC,
Managing General Partner



Marc Schwarz, President
For and on behalf of
DC Outsourcing L.P.

Dated: April 2, 2001



LD2
COMPANIES HOUSE

0318
12/04/01