

Company No. 4290043

THE COMPANIES ACTS 1985 AND 1989

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PRIVATE COMPANY LIMITED BY SHARES

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RESOLUTIONS IN WRITING

of

PLACEPARK LIMITED

Clifford Chance Nominees Limited, being the sole member of the Company who at the date of these resolutions is entitled to attend and vote at a general meeting of the Company, RESOLVE, in accordance with section 381A of the Companies Act 1985, to pass the following as written resolutions:

1. THAT, in accordance with sections 252 and 379A of the Companies Act 1985, the Company elects to dispense with the laying of accounts and reports before the company in general meeting.
2. THAT, in accordance with sections 366A and 379A of the Act, the Company elects to dispense with the holding of annual general meetings.
3. THAT, in accordance with sections 379A and 386 of the Act, the Company elects to dispense with the obligation to appoint auditors annually.

SIGNATURE: Sarah Jones.

SARAH JONES for and on behalf of CLIFFORD CHANCE NOMINEES LIMITED

DATE: 24/9/01

