

COMPANY LIMITED BY SHARES
WRITTEN RESOLUTION
OF
VG WORKS LIMITED (Company No: 4651192)

Pursuant to Regulation 53 of Table A of the Companies Act 1985 ("the Act")
Passed on 08 October 2003

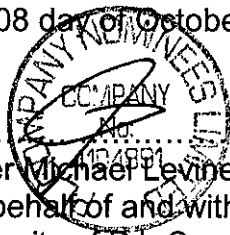
We the undersigned members of the above named Company being all the members who at the date hereof would be entitled to attend and vote at a general meeting of the company, hereby resolve as follows such resolutions to take effect as elective resolutions pursuant to Section 379 A of the Act.

ELECTIVE RESOLUTIONS

1. That the Company hereby elects:
 - 1.1 to dispense with the laying of accounts and reports before the company in general meeting, in accordance with Section 252 of the Act;
 - 1.2 to dispense with the holding of annual general meeting in accordance with Section 366 (A) of the Act; and
 - 1.3 to dispense with the obligation to appoint auditors annually in accordance with Section 386 of the Act.

Dated this 08 day of October 2003

Signed


Peter Michael Levine
On behalf of and with the
Authority of P L Company Nominees Limited

