

Company Number 4668969

The Companies Acts 1985 to 1989

Written Resolution

Of

ICAP America Investments Limited

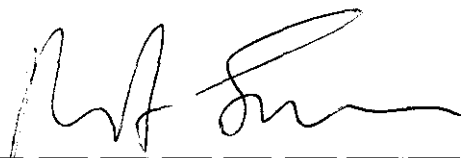
We the undersigned being all the members of the company for the time being having the right to attend and vote at general meetings hereby pass the following resolution as an elective resolution and agree that the resolution shall be as valid and effective as if passed at a general meeting duly convened and held.

It is resolved THAT:

The company shall dispense with the holding of an annual general meeting under Section 366A of the Companies Act 1985

Dated this 28 day of March 2003

Signed


For and on behalf of ~~Garban-Inter~~capital North America Inc

