

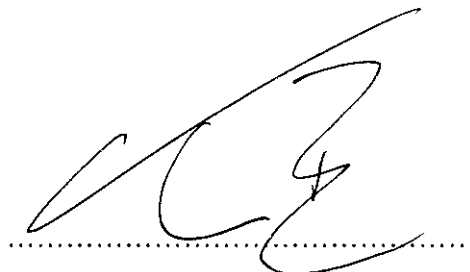
SAGA 200 LIMITED (THE "COMPANY")

(Company No. 5245828)

**WRITTEN RESOLUTIONS OF THE SOLE MEMBER OF THE COMPANY
IN LIEU OF A GENERAL MEETING PASSED ON 15 DECEMBER 2004**

Saga Holdings Limited the sole member of the Company entitled to attend and vote at a general meeting hereby resolves that the following resolutions should be passed as Resolutions of the Company in accordance with section 381A of the Companies Act 1985 ("the Act") and agrees that the said resolutions, which would otherwise have been required to be elective resolutions and (B) to be an ordinary resolution, shall for all purposes be as valid and effective as if the same had been passed at a general meeting of the Company duly convened and held:

- (A) The Company hereby elects to resolve:
1. **THAT** pursuant to the provisions of Section 252 of the Act, the Company dispenses with the laying of accounts and reports before the Company in general meeting.
 2. **THAT** pursuant to the provisions of Section 366A of the Act, the Company dispenses with the holding of annual general meetings.
 3. **THAT** pursuant to the provisions of Section 386 of the Act, the Company dispenses with the obligation to appoint auditors annually.



For and on behalf of Saga Holdings Limited

(Director/Secretary)

