

Company Number: 5528591

THE COMPANIES ACT 1985

A PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RECORD OF THE DECISIONS OF THE SOLE MEMBER OF

**3458TH SINGLE MEMBER SHELF TRADING COMPANY LIMITED**

(THE "COMPANY")

PROVIDED PURSUANT TO SECTION 381A OF THE COMPANIES ACT 1985

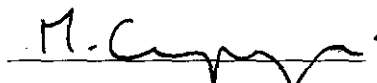
(decisions taken on 10 October 2005)

The following resolutions were adopted by written decision of the sole member of the Company pursuant to section 381A Companies Act 1985, as elective resolutions of the Company:

**ELECTIVE RESOLUTIONS**

1. That, for the purposes of section 80A of the Companies Act 1985, the directors of the Company are generally and unconditionally authorised for an indefinite period to exercise the Company's powers to allot the entire share capital of the Company.
2. That, in accordance with section 252 of the Companies Act 1895, the obligation to lay accounts and reports before a general meeting is dispensed with;
3. That, in accordance with section 366A of the Companies Act 1985, the obligation to hold annual general meetings is dispensed with;
4. by elective resolution, in accordance with sections 369(4) and 378(3) of the Companies Act 1985, elect that general meetings are permitted to be held at short notice with the approval of 90% of the members of the Company, and that sections 369(4) and 378(3) of the Act have effect in relation to the Company as if for the references in those sections to 95% there were substituted references to 90%; and
5. That, in accordance with section 386 of the Companies Act 1985, the obligation to appoint auditors annually is dispensed with.

Signed:

  
Company Secretary

