

**THE COMPANIES ACT 1985 (AS AMENDED)**

**COMPANY LIMITED BY SHARES**

**RHETORICAL SYSTEMS LIMITED**

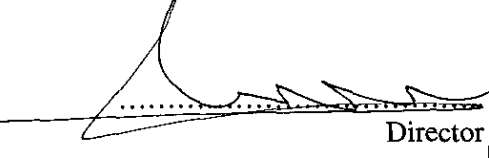
**(DATED 3 SEPTEMBER 2001)**

**WRITTEN RESOLUTIONS**

Pursuant to Sections 381A and 381B of the Companies Act 1985, the following resolutions were executed in writing as elective resolutions by the sole member of RHETORICAL SYSTEMS LIMITED (the "Company") entitled to attend and vote at a general meeting of the Company and became effective on 3 September 2001:-

**ELECTIVE RESOLUTIONS**

1. THAT, pursuant to Section 252 of the Companies Act 1985 (the "Act"), the Company dispense with the requirement to lay its annual accounts and reports before the Company in general meeting.
2. THAT pursuant to Section 366A of the Act, the Company dispense with the requirement to hold annual general meetings.
3. THAT pursuant to Section 386 of the Act, the Company dispense with the requirement to appoint auditors annually.

  
Director



