

COMPANIES ACT 1985

PRIVATE COMPANY LIMITED BY SHARES

ALBANY VENTURE MANAGERS LIMITED
(Registered Number SC211214)

WRITTEN RESOLUTION OF SOLE SHAREHOLDER

We, being the sole shareholder of the Company hereby resolve, in accordance with sections 379A and 381A of the Companies Act 1985, that the resolutions set out below be and are hereby passed by way of a written resolution of the Company:

RESOLUTION (1)

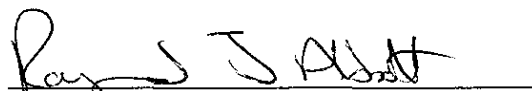
THAT in accordance with section 252 of the Companies Act 1985 (as amended) the Company hereby elects to dispense with the laying of accounts and reports before the Company in general meeting.

RESOLUTION (2)

THAT in accordance with section 366A of the Companies Act 1985 (as amended) the Company hereby elects to dispense with the holding of annual general meetings.

RESOLUTION (3)

THAT in accordance with section 386 of the Companies Act 1985 (as amended) the Company hereby elects to dispense with the obligation to appoint auditors annually.



Signed by **RAYMOND ABBOTT**
Director, for and on behalf of
Albany Venture Managers (Holdings)
Limited

Date: 4/06/01

