

THE COMPANIES ACT 1985
PRIVATE COMPANY LIMITED BY SHARES
EAC (SCOTLAND) (XL3) LIMITED

(Registered No. SC214870)

WRITTEN RESOLUTION

NOTICE is hereby given that on 9th May 2001 the following resolutions were passed, in accordance with sections 379A and Article 14 of the Articles of Association of the Company, by all of the sole member of the Company by way of a written resolution:

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)

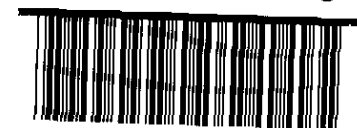
THAT in accordance with section 366A of the Companies Act 1985 (as amended) the Company hereby elects to dispense with the holding of annual general meetings.

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.


DM COMPANY SERVICES LIMITED
Secretary

Date: 9th May 2001



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COMPANIES HOUSE 10/05/01