

COMPANIES ACT 1985 (as amended)

PRIVATE COMPANY LIMITED BY SHARES

EAC (SCOTLAND) (XL3) LIMITED

(Registered Number SC 214870)

WRITTEN RESOLUTION

WE, the undersigned, being the sole member of EAC (Scotland) (XL3) Limited (the "Company") entitled to attend and vote at general meetings of the Company, and in accordance with section 381A of the Companies Act 1985 (as amended), HEREBY RESOLVE:-

"THAT:-

- (1) the Company elects to dispense with the holding of annual general meetings in accordance with sections 366A and 379A of the Companies Act 1985 (as amended) (the "Act");
- (2) the Company elects to dispense with the laying of accounts and reports before the Company in general meeting in accordance with sections 252 and 379A of the Act; and
- (3) the Company elects to dispense with the annual appointment of auditors in accordance with sections 386 and 379A of the Act."

Julian Durr
Company Secretary
For and on behalf of EAC Group Limited



14th January 2002
Date