

Company Number: 1342230

**WRITTEN RESOLUTIONS of
FULLEON LIMITED ("the Company")**

Pursuant to the provisions of Section 381A of the Companies Act 1985, the following are Resolutions in writing signed by the Sole Member for the time being of the Company entitled to receive notice of and to attend and vote at General Meetings of the Company and shall for all purposes be as valid and effective as if the same had been passed as Elective Resolutions, at a General Meeting of the Company duly convened and held.

1. IT IS RESOLVED that the Company elects:
 - 1.1 to dispense with the holding of Annual General Meetings; and
 - 1.2 to dispense with the laying of Accounts and Reports before the Company in General Meeting; and
 - 1.3 to dispense with the obligation to appoint Auditors annually.



duly authorised signatory for
Menvier Group plc

Dated 5 September 2001

CERTIFIED TO BE A TRUE
COPY OF THE ORIGINAL


BAKER & MCKENZIE

SOLICITORS

100 NEW BRIDGE STREET

LONDON

EC4V 6JA

11/10/01

