

HSW Limited

Company No: 3941609

The Companies Acts 1985 and 1989

Sole Member's written resolution

Written record in accordance with S382B of the Companies Act 1985 of Elective Resolutions passed by the sole member on 25 March 2002.

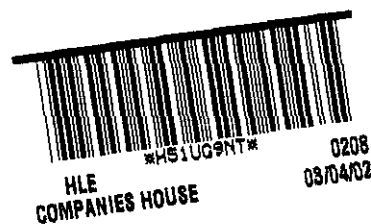
The following resolutions, having effect as Elective Resolutions, were approved on the above date by the undersigned sole member of the company.

Elective Resolutions

1. *"That pursuant to Section 366A of the Companies Act 1985 (as amended), the Company hereby elects to dispense with the holding of Annual General Meetings in 2002 and subsequent years."*
2. *"That the Company elect to dispense with the obligation to appoint auditors annually pursuant to Section 386 of the Companies Act 1985 (as amended) and to authorise the directors to fix their remuneration from time to time as they should think fit."*
3. *"That pursuant to 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."*

Signed *A. L. P. [Signature]* Director / Secretary

Date : 25 March 2002



RJB/SEH/HAR253