

A WRITTEN ELECTIVE RESOLUTION OF THE MEMBERS

of

4021827

'ACCORD I.T. MANAGEMENT LIMITED'

Pursuant to Regulation 53 of Table A, the following Written Resolutions were approved:

On the 31st day of July 2000

DISPENSING WITH THE LAYING OF ACCOUNTS AND REPORTS BEFORE MEMBERS IN GENERAL MEETING

That pursuant to Section 252 of the Companies Act 1985, the company shall dispense with the laying of accounts and reports before the company in general meeting.

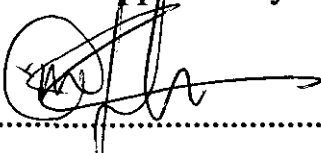
RESOLUTION DISPENSING WITH HOLDING OF ANNUAL GENERAL MEETINGS

That pursuant to Section 366A of the Companies Act 1985, the company shall dispense with the holding of annual general meetings.

RESOLUTION DISPENSING WITH APPOINTING AUDITORS ANNUALLY

That pursuant to Section 386 of the Companies Act 1985, the company shall dispense with the obligation to appoint auditors annually.

Signed as approved by the following member(s):

 Dated the 31st day of July 2000

.....Dated the.....day of.....20..

