

Company No. 5017694

THE COMPANIES ACTS 1985 AND 1989

COMPANY LIMITED BY SHARES

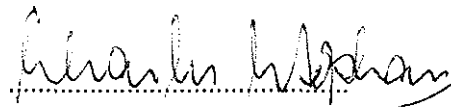
WRITTEN RESOLUTIONS

OF

CTG (NO. 1) LIMITED

Pursuant to section 381A of the Companies Act 1985 (as amended by the Deregulation (Resolutions of Private Companies) Order 1996) (**the Act**), the undersigned, being the sole member of the Company entitled to attend and vote at general meetings of the Company, agrees to and passes the following written resolutions:

- 1 That the Company hereby elects pursuant to section 252(1) of the Act to dispense with the laying of accounts and reports before the Company in general meeting for the current financial year and all subsequent financial years;
- 2 That the Company hereby elects pursuant to section 366A(1) of the Act to dispense with the holding of annual general meetings for the current year and all subsequent years; and
- 3 That the Company hereby elects pursuant to section 386(1) of the Act to dispense with the obligation to appoint auditors annually.



For and on behalf of

Charles Topham Group Limited

Date: 22 MARCH 2005

