

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

UNANIMOUS WRITTEN RESOLUTIONS

OF THE MEMBERS OF

PLEYTHORNE LIMITED

Passed on 21st March 2002

We, the undersigned, being all the Members of the above Company for the time being having a right to attend and vote at General Meetings, hereby pass the following Resolutions in accordance with Section 381A of the Companies Act 1985, as inserted by Section 113 of the Companies Act 1989:

RESOLUTIONS

1. ANNUAL GENERAL MEETINGS

IT WAS RESOLVED AS AN ELECTIVE RESOLUTION:

"THAT, pursuant to Section 366A of the Companies Act 1985 (inserted pursuant to Section 115(2) of the Companies Act 1989), the holding of the Company's Annual General Meetings be and is hereby dispensed with."

2. LAYING OF ACCOUNTS

IT WAS RESOLVED AS AN ELECTIVE RESOLUTION:

"THAT, pursuant to Section 252 of the Companies Act 1985 (inserted pursuant to Section 16 of the Companies Act 1989), the laying of Accounts and Reports before the Company in General Meeting be and is hereby dispensed with."

3. ANNUAL APPOINTMENT OF AUDITORS

IT WAS RESOLVED AS AN ELECTIVE RESOLUTION:

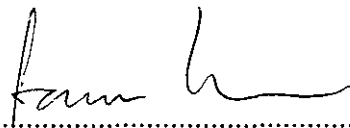
"THAT pursuant to Section 386 of the Companies Act 1985 (inserted pursuant to Section 119 of the Companies Act 1989), the obligation to appoint Auditors annually be and is hereby dispensed with."



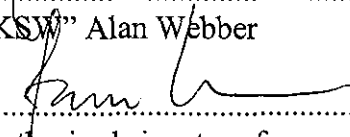
4. AUDITORS'
REMUNERATION

IT WAS RESOLVED AS AN ORDINARY RESOLUTION:

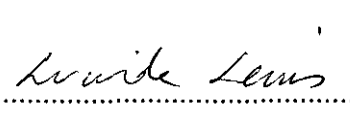
"THAT the Board of Directors be and is hereby authorised to agree the Auditors' remuneration as required from time to time until such time as the Elective Resolution to dispense with the annual appointment of Auditors is revoked."

Signed 
"KSW" Alan Webber

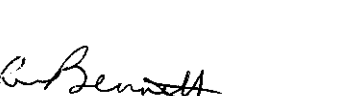
Date 21/3/2002

Signed 
Authorised signatory for
Brymore Investments Limited

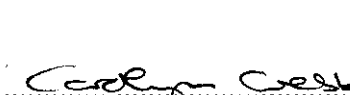
Date 21/3/2002

Signed 
Lucinda Lewis

Date 21/3/2002

Signed 
Lilian M Bennett & Leonard S Lewis

Date 21/3/2002

Signed 
Carolyn Sarah Webber

Date 21/3/2002

PRESENTED BY: DELOITTE & TOUCHE, Global House High Street, Crawley, West Sussex
RH10 1DL