

Company Number 2020401

EC Nominees LIMITED (the "Company")

WRITTEN RESOLUTION

pursuant to s.381A of the Companies Act 1985 (as amended) (the "Act")

The below signed shareholder of the Company, who owns the entire issued share capital of the Company, passed the following written resolution on the 24th day of November, 2000:

1. **IT WAS RESOLVED THAT** Clause 3(A) of the Company's Memorandum of Association be amended to read "To act as agent, nominee or trustee solely or jointly for Euroclear Bank ..." instead of "To act as agent, nominee or trustee solely or jointly for Morgan Guaranty Trust Company of New York ...",

upon Euroclear Bank S.A. replacing Morgan Guaranty Trust Company of New York as operator of and banker to the Euroclear System (pursuant to the terms of the Termination and Transfer Agreement dated as of 1st January, 2000 between Morgan Guaranty Trust Company of New York, Euroclear Bank S.A., Euroclear Clearance System Public Limited Company and Calar Investments S.A.).

2. **IT WAS FURTHER RESOLVED THAT** the Company Secretary carry out all necessary filing with the Registrar of Companies in respect of the change to the Company's Memorandum of Association upon the fulfilment of the above condition.



for and on behalf of Luigi L. De Gheughie, Managing Director and Assistant General Counsel
MORGAN GUARANTY TRUST COMPANY OF NEW YORK

Dated November 24, 2000.

The Company is dormant (within the meaning of section 250 of the Act) and exempt from the obligation to appoint auditors (or otherwise required by Section 384 of the Act). Accordingly, auditors have not been appointed and no copy of this resolution has been submitted in accordance with section 381B of the Act.

CC003720995

