

Company Number: 2822455

WRITTEN ELECTIVE RESOLUTIONS

OF

REACH EUROPE LTD
("the Company")

I, the undersigned, REACH LTD., being the Sole Member of the Company entitled to receive notice of and to attend and vote at General Meetings, HEREBY PASS the following resolutions as Elective Resolutions and agree that the said resolutions shall, pursuant to clause 53 of the Articles of Association, for all purposes be as valid and effective as if the same had been passed at a General Meeting of the Company duly convened and held.

IT IS RESOLVED:

1. **THAT** pursuant to Section 366A of the Companies Act 1985 the Company hereby elects to dispense with the holding of Annual General Meetings.
2. **THAT** pursuant to Section 252 of the Companies Act 1985 the Company hereby elects to dispense with the laying of accounts and reports before the Company in General Meeting.
3. **THAT** pursuant to Section 386 of the Companies Act 1985 the Company hereby elects to dispense with the obligation to appoint Auditors annually.
4. **THAT** while the election made by resolution 3 above remains in force, the remuneration of the auditors be fixed by the directors.

For and on behalf of
Reach Ltd.

M. J. Henry
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Authorized Signatory

Signed: _____

Date: 15 / 11 / 2002



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