

Company No. 2838710

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

OF THE SOLE MEMBER OF

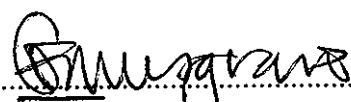
DELOITTE & TOUCHE MANAGED SERVICES LIMITED

We, the undersigned, being the Sole Member 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:

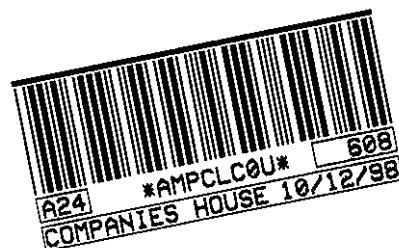
ELECTIVE RESOLUTIONS

1. 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. 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.

Signed

 - Duly Authorised
For and on behalf of Deloitte & Touche Holdings Limited

Date Signed 21 September 1998



PRESENTED BY: DELOITTE & TOUCHE, Hill House, 1 Little New Street, London EC4A 3TR