

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

RESOLUTIONS

- of -

ECLIPSE NOMINEES LIMITED

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(Passed on 28 January 1999)

Written resolutions passed in the case of resolution 1 as a special resolution and in the case of resolutions 2 to 4 as elective resolutions in accordance with the Company's Articles of Association and ss.381A and 381B Companies Act 1985.

RESOLUTION

1. IT IS RESOLVED THAT the provisions of Part VII of the Companies Act 1985 relating to the audit of accounts be and they are hereby excluded from applying to the Company pursuant to s.250(1) of the Companies Act 1985.
2. IT IS RESOLVED THAT in accordance with the provisions of ss. 366A and 379A Companies Act 1985 the Company dispense with the holding of annual general meetings until this Resolution is revoked by an Ordinary Resolution of the Company.
3. IT IS RESOLVED THAT in accordance with the provisions of ss. 252 and 379A Companies Act 1985 the Company dispense with the laying of accounts and reports before general meetings until this Resolution is revoked by an Ordinary Resolution of the Company.
4. IT IS ALSO RESOLVED THAT in accordance with the provisions of ss.386 and 379A Companies Act 1985 the Company dispense with the appointment of auditors annually until this Resolution is revoked by an Ordinary Resolution of the Company.



M H Boyd Carpenter

Donald Angus Cameron of Lochiel younger DL

