

Registered No: 3514385

**THE COMPANIES ACT 1985 (AS AMENDED)
COMPANY LIMITED BY SHARES**

WRITTEN RESOLUTION

-of-

CABOT FINANCIAL LIMITED

(Passed 16 March 2000)

PURSUANT TO SECTION 381A COMPANIES ACT 1985

We, the undersigned, being all the members of the above-named company entitled to receive notice of and to attend and vote at a meeting of the holders of ordinary shares of the Company HEREBY PASS the following resolution as a special resolution and agree that the said resolution shall, pursuant to Regulation 53 of Table A (which Regulation is embodied in the articles of association of the Company) and sections 381A to C inclusive of the Companies Act 1985, for all purposes, be as valid and effective as if the same had been passed at a meeting of the holders of ordinary shares in the Company duly convened and held:

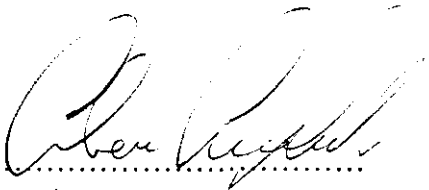
SPECIAL RESOLUTION

The Company, having been dormant since its formation, resolves to make itself exempt from the provisions of Part VII of the Companies Act 1985 relating to the audit of accounts and from the obligation to appoint auditors.

For and on behalf of Cabot Financial (Europe) Limited
acting by: -



.....
Director



.....
Secretary

