

THE COMPANIES ACT 1985 (AS AMENDED)

COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

OF

QUOTEORDER.COM LIMITED

PURSUANT TO

THE ARTICLES OF ASSOCIATION OF THE COMPANY

(Passed on 12th April 2000)

We, the undersigned, being the sole member of the Company who would at the date hereof be entitled to attend and vote at a general meeting of the Company, hereby confirm that the following resolution shall be deemed to be passed pursuant to Article 11 of the Company's Articles of Association as if it had been passed at a general meeting of the Company in the case of resolutions 1 and 2 as Elective Resolutions and in the case of resolution 3 as a Special Resolution:-

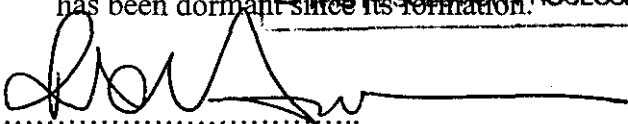
ELECTIVE RESOLUTIONS

1. That the Company elects in accordance with Section 379A of the Companies Act 1985 to dispense with the laying of accounts and reports before the Company in general meeting.
2. That the Company elects in accordance with Section 379(A) of the Companies Act 1985 to dispense with the requirement to hold an annual general meeting of the Company.

SPECIAL RESOLUTION

3. That the Company ~~elects in accordance with Section 250 of the Companies Act 1985 to exempt itself from the obligation to appoint auditors on the grounds that the Company has been dormant since its formation.~~

"FOR INFORMATION ONLY"
THIS RESOLUTION PROCESSED SEPARATELY


For and on behalf of
NMB Holdings Limited

