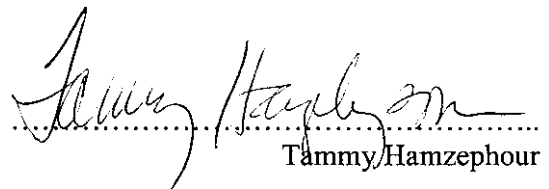


GMAC-RFC Europe Limited
Number: 3987700

ORDINARY RESOLUTIONS:

1. **IT IS RESOLVED** that the report of the directors and the audited accounts for the year ended 31 December 2002 are hereby approved.
2. **IT IS RESOLVED** that PricewaterhouseCoopers LLP be re-appointed auditors of the Company (having previously been appointed by the Board to fill the causal vacancy arising by reason of the resignation of PricewaterhouseCoopers), to hold office until the conclusion of the next general meeting at which accounts are laid before the Company and that their remuneration be fixed by the directors.


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Tammy Hamzephour

28th October 2004

