

COMPANY NUMBER 3998170

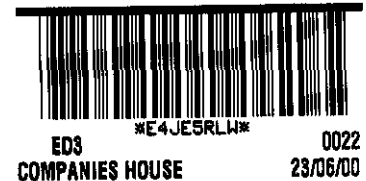
THE COMPANIES ACTS 1985 AND 1989

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS OF THE SOLE MEMBER

PCO 253 LIMITED

("the Company")



On 25 May 2000 by a Resolution in writing signed by the sole member of the Company (being valid and effective as if the Resolution has been passed at a General Meeting of the Company duly convened and held), the following Resolutions were passed, namely:

1. **THAT** pursuant to Section 366A of the Companies Act 1985 the Company hereby elected to dispense with the holding of Annual General Meeting in 2000 and subsequent years.
2. **THAT** pursuant to Section 252 of the Companies Act 1985 the Company hereby elects to dispense with the laying of accounts and reports before the Company in General Meeting for the current financial year and all subsequent financial years.
3. **THAT** pursuant to Section 386 of the Companies Act 1985 the Company hereby elects to dispense with the obligation to appoint Auditors annually.
4. **THAT** pursuant to Section 369(4) and 378(3) of the Companies Act 1985 the Company hereby elects that the said provisions shall have effect in relation to the Company as if for the references to 95 per cent in each of those Sections there were substituted references to 90 per cent.
5. **THAT** the Company hereby elects pursuant to Section 80A(1) of the Companies Act 1985 ("the Act") that the provisions of Section 80A of the Act apply instead of the provisions of Sections 80(4) and 80(5) in relation to the giving of any authority to allot relevant securities (in each case as defined in Section 80(2) of the Act) in the Company following the passing of this elective resolution.
6. **THAT**, subject to resolution number 5 above being passed prior to this resolution, the Directors of the Company be and are hereby generally and unconditionally authorised pursuant to Section 80 and Section 80A of the Companies Act 1985 ("the Act") to exercise any power of the Company to allot, grant options over, offer or otherwise deal with or dispose of any relevant securities (in each case as defined in Section 80(2) of the Act) in the Company up to

a maximum nominal amount equal to the nominal amount of the authorised but unissued share capital at the date of the passing of this resolution for an indefinite period.



Jonathan Kropman

Duly authorised for and on behalf of
PCO 253 Limited

Dated: 25 May 2000