

THE COMPANIES ACT 1985 (AS AMENDED)

COMPANY LIMITED BY SHARES

PRUDENTIAL GROUP SECRETARIAL SERVICES LIMITED

The following were passed as Written Resolutions of the sole member having effect as ELECTIVE RESOLUTIONS dated 5th November 2001 in accordance with Sections 379A and 381A of the Companies Act 1985 (as amended)

RESOLVED:

(a) LAYING OF ACCOUNTS AND REPORTS

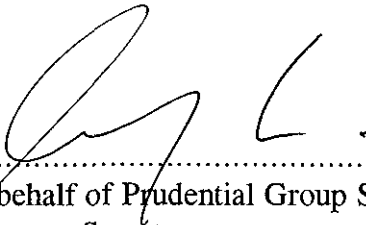
THAT in accordance with the provisions of Section 252 of the Companies Act 1985 the Company does hereby dispense with the laying of accounts and reports before the Company in general meeting.

(b) HOLDING OF ANNUAL GENERAL MEETING

THAT, notwithstanding the provisions of the Articles of Association of the Company, in accordance with the provisions of Section 366A of the Companies Act 1985 the Company does hereby dispense with the holding of the annual general meetings.

(c) APPOINTMENT OF AUDITORS

THAT in accordance with the provisions of Section 386 of the Companies Act 1985 the Company does hereby dispense with the obligation to appoint auditors annually.


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On behalf of Prudential Group Secretarial Services Ltd
Company Secretary
5th November 2001

