

Company Number : 4664457



THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS OF

ZODIAC EUROPE FINANCE COMPANY LIMITED

Dated this 19th day March of 2004

We, the undersigned, being all the members of the Company who, at the date of this resolution would be entitled to attend and vote at general meetings of the company, HEREBY PASS the following resolutions as ELECTIVE RESOLUTIONS and agree that the said resolutions shall, for all purposes be as valid and effective as if the same had been passed by us all at a general meeting of the company duly convened and held.

1. 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 meetings in respect of the period ended 31 December 2003 and subsequent years.
2. That, pursuant to Section 366A of the Companies Act 1985, the Company hereby elects to dispense with the holding of an annual general meeting in 2004 and in each subsequent year.
3. That, pursuant to Section 386 of the Companies Act 1985, the Company hereby elects to dispense with the obligations to appoint auditors annually.

.....
Duly authorised officer of
Zodiac Europe Limited

THIS IS TO CERTIFY THAT THIS IS A
TRUE AND COMPLETE COPY OF THE
ORIGINAL



SECRETARY

DATED:

19 March 2004