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## THE COMPANIES ACTS 1985 AND 1989

COMPANY NUMBER: 3440466

## RESOLUTIONS OF TEAM CONSULTING TRUSTEE LIMITED

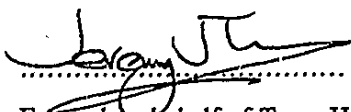
We, the undersigned, being the sole Member for the time being of the above-named Company entitled to receive notice of and to attend and vote at General Meetings HEREBY PASS the following Resolutions as Elective Resolutions and agree that the said Resolutions pursuant to section 381A of the Companies Act 1985 as amended by the Companies Act 1989 shall for all purposes be as valid and effective as if the same had been passed at a General Meeting of the Company duly convened and held.

## RESOLUTIONS

1. THAT the Company elect to dispense with the laying of accounts and reports before the Company in general meeting pursuant to section 252 of the Companies Act 1985 as amended by the Companies Act 1989.
2. THAT the Company elect to dispense with the holding of Annual General Meetings pursuant to Section 366A of the Companies Act 1985 as amended by the Companies Act 1989.
3. THAT the Company elect to dispense with the obligation to appoint auditors annually pursuant to Section 386 of the Companies Act 1985 as amended by the Companies Act 1989.

Dated this 10th day of December 1997

Signed



For and on behalf of Team Holdings (UK) Limited

