

COMPANY NO: 3563952

THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES
ELECTIVE RESOLUTION
OF
THOMAS MERCER SYSTEMS LIMITED.

PASSED ON THE 21st DAY OF JANUARY 2001

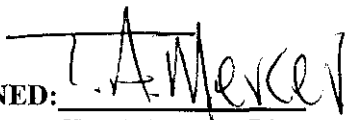
BY WRITTEN RESOLUTION OF THE MEMBERS OF THE ABOVE NAMED COMPANY, THE FOLLOWING ELECTIVE RESOLUTION WAS DULY PASSED:

It was resolved, by Elective Resolution, that

That the Company hereby elects:

- i. to dispense with the laying of accounts and reports before the Company in general meeting, in accordance with Section 252
- ii. to dispense with the holding of Annual General Meetings in accordance with Section 366(A)
- iii. to dispense with the obligation to appoint auditors annually in accordance with Section 386.

SIGNED:



T.A. Mercer - Director

For and on Behalf of : Thomas Mercer Systems Limited

DATE:

21 January 2001

