Company No. 3324660-

3302749

The Companies Act 1985

Company Limited by Shares

Elective Resolutions

of

CWC SPVf Limited

Passed 13th May 1997

At the Annual General Meeting of CWC SPVf Limited on 13th May 1997, the following Resolutions were duly passed as Elective Resolutions of the Company:

Elective Resolutions

"That in accordance with the provisions of the Companies Act 1985, the Company hereby elects for its first accounting reference period and future financial years:

- 1) To dispense with the holding of Annual General Meetings in accordance with S366A of the Companies Act 1985,
- 2) To dispense with the laying of Accounts and Directors' Report before such Meeting, in accordance with S252 of the Companies Act 1985 and
- 3) To dispense with the annual reappointment of the auditors in accordance with S386 of the Companies Act 1985."

Chairman of the Meeting

A39 *APN7DW46* 199 COMPANIES HOUSE 30/05/97