

Tracedance Limited

Company No:
3268265

The Companies Acts 1985 and 1989

We, the undersigned, being all the Members 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 Resolution as a Special Resolution and agree that the said Resolution shall, pursuant to section 381A of the Companies Act 1985 as amended by the Companies Act 1989, 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.

Special Resolution

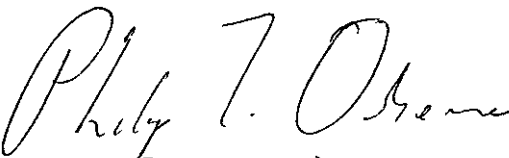
"That in accordance with the provisions of section 250 of the Companies Act 1985 as amended by the Companies Act 1989 no auditors be appointed by the Company in that it is a dormant company and meets the other requirements of the aforesaid section in this respect."

Dated: 8 December, 2000

The Members:

£0.10 ORDINARY shareholders:

CAPITOL GROUP plc


(Company Secretary)

