

SEI INVESTMENTS (EUROPE) LTD

Company No: 3765319

MEMBER'S WRITTEN RESOLUTIONS

The following resolutions have been agreed to the undersigned, being the sole member of the Company:-

ORDINARY RESOLUTION

- 1 THAT the share capital of the Company be increased by the creation of 99,999,000 new ordinary shares of £1 each, to rank pari passu with and having the same rights and being subject to the same restrictions as the existing issued ordinary shares of the Company.

ORDINARY RESOLUTION

- 2 THAT:
 - 2.1 pursuant to and in accordance with section 80 of the Companies Act 1985, the Directors be generally and unconditionally authorised to exercise for the period of 5 years from the date when this resolution is passed all the powers of the Company to allot relevant securities up to an aggregate nominal amount equal to the authorised but unissued share capital of the Company (as augmented by Resolution 1 above);
 - 2.2 pursuant to such authority, the Directors may make an offer or agreement which would or might require relevant securities to be allotted after the expiry of such period;
 - 2.3 words and expressions defined in or for the purposes of section 80 of the Companies Act 1985 shall have the same meanings in this resolution.

SPECIAL RESOLUTION

- 3 THAT :
 - 3.1 the Directors shall have a general power to allot equity securities, pursuant to and during the period of authority contained in resolution 2 above, as if section 89(1) of the Companies Act 1985 and Article 3 of the Company's Articles of Association did not apply to any such allotment;
 - 3.2 by such authority and power, the Directors may during such period make an offer or agreement which would or might require equity securities to be allotted after the expiry of such period; and

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Certified a true and complete copy of the original

This...16...day of...May...2000

Morgan, Lewis & Bockius
Registered Foreign lawyers and Solicitors
2 Gresham Street
London EC2V 7PE

Ref. Ed Dickinson



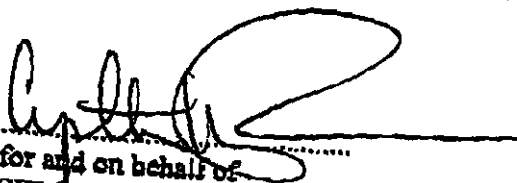
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3.3 words and expressions defined in or for the purposes of Part IV of the Companies Act 1985 shall have the same meanings in this resolution.

Signed :


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for and on behalf of
SEI Global Investments Corp.,

Dated: April 28, 2000

Certified a true and complete copy of the original

This 16 day of May 2000

Morgan, Lewis & Bockius
Registered Foreign lawyers and Solicitors
2 Gresham Street
London EC2V 7PE

Ret. Ed. Dickinson

1. The first part of the document
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 members of the committee.
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