

Company Number: 2366324

**THE COMPANIES ACT 1985  
COMPANY LIMITED BY SHARES  
WRITTEN RESOLUTIONS  
OF**

**OPUS HOLDINGS INTERNATIONAL LIMITED  
(the "Company")**

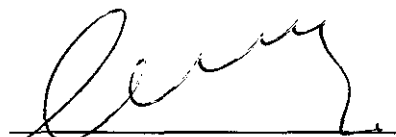
By written resolutions of the sole member of the Company dated 26 November 2002 and pursuant to the articles of association of the Company, the following resolutions have been passed:

**ELECTIVE RESOLUTIONS**

THAT in accordance with Section 366A of the Companies Act 1985 (as amended) ('the Act'), the Company shall dispense with the holding of an annual general meeting for the year 2003 and thereafter until this election is revoked.

THAT in accordance with Section 252 of the Act, the Company shall dispense with the obligation under section 241 of the Act to lay accounts and reports before the Company in general meeting.

THAT pursuant to Section 386 of the Act, the Company shall dispense with the obligation to appoint auditors annually.

  
**Director**

Ref: Louise Bean  
Interpublic Limited  
21-23 Meard Street  
London  
W1F 0EY

