

## REM JACK LIMITED

At an Extraordinary General Meeting of the Members of the above-named Company, duly convened, and held at Radiant Works, Burnley Road, Rossendale, on 5th June 1992, the following Extraordinary Resolution was duly passed:

"That it has been proved to the satisfaction of this Meeting that the Company cannot by reason of its liabilities, continue its business, and that it is advisable to wind up the same, and that the Company be wound up voluntarily, and that Ian Clark, of Devonshire House, 36 George Street, Manchester M1 4HA, be and is hereby appointed Liquidator for the purpose of such winding-up."

(229)

*I. Clark, Liquidator*

## LEGISLATOR 1149 LIMITED

At the Annual General Meeting of the Members of the above-named Company for the year 1992, duly convened, and held at the Landsdowns Hotel, Thorpe Road, Norwich, Norfolk, on 24th June 1992, the Resolutions numbered 1, 2, 8 and 9 were duly passed as Ordinary Resolutions, and the Resolutions numbered 3 to 7 (inclusive) were duly passed as Special Resolutions:

(1) "That the auditors report upon the balance sheet at 31st December 1991 and the Directors report and the accounts to 31st December 1991 of the Company be and are hereby approved and adopted."

(2) "That Peat Marwick be re-appointed as auditors to the Company and that the Directors be and are hereby empowered to fix the remuneration of such auditors."

(3) "That each of the existing 10 pence shares in the authorised and issued share capital of the Company be sub-divided into two ordinary shares of 5 pence each one of which shall be designated as an "A" ordinary share and the other shall be designated as a "B" ordinary share to rank *pari passu* with each other save as set out in the articles of association to be adopted pursuant to Special Resolution 4 below."

(4) "That the regulations contained in the printed document marked "A" laid before the Meeting and signed for identification by the Chairman thereof be approved and adopted as the articles of association of the Company in place and to the exclusion of all existing articles of the Company."

(5) "That it is desirable to reconstruct the Company and for that purpose the Company be wound up voluntarily and that Martin Lewis Page, of Peat Marwick, of Holland Court, The Close, Norwich, Norfolk NR1 4DY, be appointed Liquidator for the purposes of such winding-up."

(6) "That the Liquidator appointed pursuant to Special Resolution 5 above be and he is hereby authorised, pursuant to section 110 of the Insolvency Act 1986, to enter into and carry into effect an agreement in the form and to the effect of the draft reconstruction agreement expressed to be made between (1) the Company, (2) the Liquidator and (3) ECOC (Holdings) Limited (formerly Legislator 1149 Limited), which has been produced to this Meeting and signed for the purposes of identification by the Chairman thereof."

(7) "That the Liquidator appointed pursuant to Special Resolution 5 above be and is hereby authorised, pursuant to section 110 of the Insolvency Act 1986, to enter into and carry into effect an agreement in the form and to the effect of the draft reconstruction agreement expressed to be made between (1) the Company, (2) the Liquidator and (3) Ortona Limited, which has been produced to this Meeting and signed for the purpose of identification by the Chairman thereof."

(8) "That arrangements provided for in the draft reconstruction agreements referred to in the two Special Resolutions numbered 6 and 7 above, be approved for the purposes of section 320 of the Companies Act 1985, notwithstanding that any Directors of the Company or any person connected with such Director may have an interest in such arrangement."

(9) "That all of the powers of the Directors are to cease except to the extent necessary to assist in the preparation of the income and expenditure accounts of the Company up to the date of appointment of the Liquidator and the agreement of the extent of any taxation liability arising from such accounts, and except to the extent necessary for giving full force and effect to the two agreements referred to in Resolutions 6 and 7 above."

(117)

*R. L. Chenhall, Chairman*

## MANNA HOUSE INTERNATIONAL LIMITED

At an Extraordinary General Meeting of the above-named Company, duly convened, and held at the Borough Arms Hotel, King Street, Newcastle, Staffordshire, on 2nd June 1992, the following Extraordinary Resolution was duly passed:

"That it has been proved to the satisfaction of the Company, that this Company cannot, by reason of its liabilities, continue its business and it is desirable that the same should be wound up, and that the Company be wound up accordingly, and that Philip Barrington Wood, of Archer Wood, Richmond House, 536 Etruria Road, Basford, Newcastle, Staffordshire ST5 0SX, be and he is hereby appointed the Liquidator of the Company for the purposes of such winding-up."

(043)

*J. Halliday, Director*

## ASCOT SALES &amp; MARKETING LIMITED

At an Extraordinary General Meeting of the above-named Company, duly convened, and held at the Borough Arms Hotel, King Street, Newcastle, Staffordshire, on 2nd June 1992, the following Extraordinary Resolution was duly passed:

"That it has been proved to the satisfaction of the Company, that this Company cannot, by reason of its liabilities, continue its business and it is desirable that the same should be wound up, and that the Company be wound up accordingly, and that Philip Barrington Wood, of Archer Wood, Richmond House, 536 Etruria Road, Basford, Newcastle, Staffordshire ST5 0SX, be and he is hereby appointed the Liquidator of the Company for the purposes of such winding-up."

(044)

*J. Halliday, Director*

## WARD INTERIORS LIMITED

At an Extraordinary General Meeting of the above-named Company, duly convened, and held at the Royal York Hotel, Station Road, York, the subjoined Resolutions were duly passed, as an Extraordinary Resolution and as an Ordinary Resolution respectively:

"That it has been proved to the satisfaction of the Company that this Company cannot, by reason of its liabilities, continue its business, and that it is advisable that the same should be wound up and that accordingly the Company be wound up voluntarily, and that Edward Klempka and Michael Joseph Moore, of Cork Gully, Albion Court, 5 Albion Place, Leeds LS1 6JP, be and are hereby appointed the Joint Liquidators of the Company for the purposes of such a winding-up."

(784)

*Chairman*

## BULLETIN (UK) LIMITED

At an Extraordinary General Meeting of the Members of the above-named Company, duly convened, and held at SIL House, Shannon Business Park, Shannon, Co. Clare, Republic of Ireland, on 16th June 1992, the following Special Resolution was passed:

"That the Company be wound up voluntarily and that Kenneth Robinson, of Ernst & Young, Suite 5, International House, Bell Lane, Gibraltar, be and is hereby appointed Liquidator for the purpose of such winding-up."

(045)

*K. A. Robinson, Liquidator*

## SPECIALIST CEILING FIXERS LIMITED

At an Extraordinary General Meeting of the Members of the above-named Company, duly convened, and held at the offices of Kidsons Impey & Partners, Devonshire House, 36 George Street, Manchester M1 4HA, on 23rd June 1992, the following Extraordinary Resolution was duly passed:

"That it has been proved to the satisfaction of this Meeting that the Company cannot, by reason of its liabilities, continue its business, and that it is advisable to wind up the same, and that the Company be wound up voluntarily and that Geoffrey Hilton, of Devonshire House, 36 George Street, Manchester M1 4HA, be and is hereby appointed Liquidator for the purpose of such winding-up."

(046)

*W. Turner, Chairman*