

THE COMPANIES ACT 1985

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION OF

**CITY REGISTRARS LIMITED**  
**("the Company")**

Pursuant to Sections 366A, 252, 386, 80A, 369(4), 378(3) and 381A of the Companies Act 1985

**WRITTEN RESOLUTION**

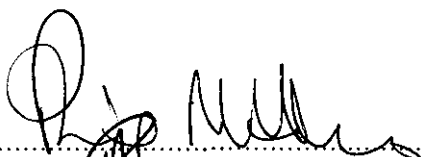
We, the undersigned, representing all of the Members entitled to attend and vote at General Meetings of the Company HEREBY PASS the following Resolutions as Elective Resolutions and agree that the said Resolutions shall for all purposes be as valid and effective as if the same had been passed at a General Meeting of the Company duly convened and held:-

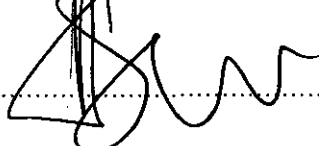
**IT IS RESOLVED THAT:**

1. Pursuant to Section 366A of the Companies Act 1985 the Company hereby elects to dispense with the holding of Annual General Meetings in 2003 and subsequent years until this election is revoked.
2. Pursuant to Section 252 of the Companies Act 1985 the Company hereby elects to dispense with the laying of accounts and reports before the Company in General Meeting.
3. Pursuant to Section 386 of the Companies Act 1985 the Company hereby elects to dispense with the obligation to appoint Auditors annually.
4. The provisions of Section 80 shall apply, instead of the provisions of Section 80(4) and (5) of the Act, in relation to the giving or renewal, after the passing of this Resolution, of an authority under the said Section 80.
5. Pursuant to Sections 369(4) and 378(3) of the Act, the provisions of those Sections shall have effect in relation to the Company as if for the references to 95 per cent in those provisions there were substituted references to 90 per cent.

Dated this 26<sup>th</sup> day of September 2002.

Signed:

.....  P M Hollins

.....  H P Spencer

