SPILLERS FOODS LIMITED (the "Company")

21886

I hereby certify this to be a true and complete copy of a Special Resolution duly passed by the Board of Directors of the Company.

The Company having been dormant throughout the year RESOLVED to make itself exempt from the provisions of Part VII of the Companies Act 1985 relating to the audit of the accounts and from the obligation to appoint auditors.

Dated this

11th

day of March 2002

P.M. Nelson

Company Secretary

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