

06-12-96

THE COMPANIES ACTS 1985 & 1989

COMPANY LIMITED BY SHARES

~~SPECIAL~~ RESOLUTION OF STERLING-WINTHROP GROUP LIMITED

COMPANY NUMBER: 190223

Passed 26th November 1990

At an Extraordinary General Meeting of the above-named Company duly convened and held at Sterling-Winthrop House, Onslow Street, Guildford, on 26th November 1990, the following RESOLUTION was passed, namely:

"That the Company adopt the Elective Regime pursuant to Section 379A of the Companies Act 1985"

Pursuant to this resolution the following ELECTIVE RESOLUTION was passed, namely:

"That the Company elects to adopt the following dispensations:

1. To dispense with the laying of accounts and reports before general meetings pursuant to Section 252 of the Companies Act 1985 as amended by the Companies Act 1989.
2. To dispense with holding annual general meetings pursuant to Section 366A of the Companies Act 1985.
3. To dispense with the appointment of auditors annually pursuant to Section 386 of the Companies Act 1985 as amended by the Companies Act 1989."

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Certified True Extract

Valerie Banks

V. Banks
Secretary

