

THE COMPANIES ACTS 1985 AND 1989

PRIVATE COMPANY LIMITED BY
SHARES

ELECTIVE RESOLUTIONS IN WRITING

OF

BFS GROUP LIMITED

(the "Company")

We, being the sole member of the Company who at the date of these resolutions are entitled to attend and vote at general meetings of the Company, hereby unanimously **RESOLVE** that the following resolutions be passed as written resolutions to have effect as elective resolutions in accordance with section 381A of the Companies Act 1985 and agree that the said resolutions shall for all purposes be as valid and effective, notwithstanding that less than 21 days' notice in writing of the meeting has been given, as if the same had been passed at a general meeting of the Company duly convened and held:-

1. **THAT**, in accordance with sections 252 and 379A of the Companies Act 1985, the Company elects to dispense with the laying of accounts and reports before the Company in general meeting in respect of the present financial year and each subsequent financial year while this resolution remains in force.
2. **THAT**, in accordance with sections 366A and 379A of the Act, the Company elects to dispense with the holding of annual general meetings in respect of 2001 and each subsequent year while this resolution remains in force.
3. **THAT**, in accordance with sections 379A and 386 of the Act, the Company elects to dispense with the obligation to appoint auditors annually and that the Company's auditors shall be deemed to be re-appointed for each succeeding financial year.

Date: 4 July 2001

S. B.

Director/Secretary,
duly authorised for and on behalf of
BIDVEST (UK) LIMITED

