COMPANY No. 309520

The Companies Act 1985 Company Limited By Shares Elective Resolutions of Sundy Shoes Limited

At the Annual General Meeting of Sundy Shoes Limited, convened and held at the company's Registered Office, Cobbs Lane, Wollaston, Wellingborough. Northants. NN29 7SW on 19th October 1999, the following resolutions were passed as elective resolutions:

"That: in accordance with the provisions of Section 252 of the Companies Act 1985 the Company hereby dispenses with the laying of accounts and reports before the company in General Meeting in respect of the year ending 31March 2000 and subsequent financial years."

"That: in accordance with the provisions of Section 366A of the Companies Act 1985 the company hereby dispenses with the holding of the Annual General Meeting for the year 2000 and subsequent years."

Secretary.

Dated 26/10/99

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