

No 367875

THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES

RESOLUTION

of

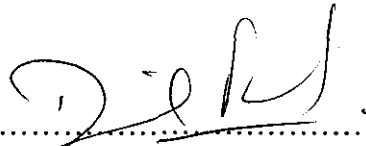
BAXI PARTNERSHIP LIMITED

Passed on 16 October 2001

At an Annual General Meeting of the above-named Company, duly convened and held on 16 October 2001, the following resolution was passed as a Special Resolution:

Special Resolution

- (2) THAT, the terms of the agreement (a copy of which has been produced to the meeting and initialled by the Company Secretary or a director for the purposes of identification) for the purchase by the Company of the number of fully paid ordinary shares of 10p each in the capital of the Company therein specified from the several persons and in the proportions therein specified at a price of £1 per ordinary share is, for all purposes (including, but not limited to, section 164 Companies Act 1985), hereby approved and the directors of the Company are hereby authorised to cause the Company to enter into such agreement and to acquire such ordinary shares upon the terms thereof and to do all such other things as may be required by law or which the directors consider expedient in connection with or for the purposes of such purchase.


.....
Meets Chairman

