

THE COMPANIES ACT 1985
and
THE COMPANIES ACT 1989

COMPANY LIMITED BY SHARES

Elective Resolution

Of

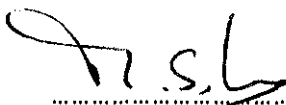
Invicta Properties Limited
("the Company")

Passed on 9 September 2002

At the Annual General Meeting of the Company, duly convened and held at Interserve House, Ruscombe Park, Twyford, Reading, Berkshire RG10 9JU on Monday, 9 September 2002, the following resolution was duly passed as an Elective Resolution in accordance with section 379A of the Companies Act 1985 ("the Act"):-

THAT the Company hereby elects:-

- (a) pursuant to section 252 of the Act, to dispense with the laying of accounts and reports before the Company in general meeting; and
- (b) pursuant to section 366A of the Act, to dispense with the holding of annual general meetings.


Chairman

