

Company No. 636099

THE COMPANIES ACT 1985 SECTION 250

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

OF

MACKAY & SCHNELLMANN LIMITED

At an Extraordinary General Meeting of the company held on 2 July 1999, the following special resolution was duly passed:

'The accounts of the Company for the financial year ended 31 March 1998 having been sent out in accordance with Section 238 of the Companies Act 1985, and the Company, having been dormant since the end of that year, resolves to make itself exempt from the provisions of the Part VII of the Companies Act 1985 relating to the audit of accounts and from the obligation to appoint auditors.'

By Order of the Board



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Secretary

2 July 1999

