THE COMPANIES ACTS 1985 - 1989

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

<u>OF</u>

TSB SERVICES (NO.2) LIMITED

PASSED THE 11TH NOVEMBER, 1996

The sole member entitled to attend and vote at general meetings of TBS Services (No.2) Limited resolved as a special resolution:

"That the company, having satisfied the provisions of section 250 of the Companies Act 1985 relating to dormant companies, be exempt from the obligations to appoint auditors as otherwise required by section 384 of the act".

For TSB Services (No.2) Limited

Miss K.K. Parker

Company Secretary

subs/tsbs(2)

COMPANIES HOUSE 15/11/96