

COMPANY NO: 966098
BARNARDO HOLDINGS LIMITED

ELECTIVE RESOLUTION

At an Extraordinary General Meeting of the Members of the above Company held at Tanners Lane, Barkingside, Ilford, Essex, IG6 1QG on 20 October 2004 the following Elective Resolutions were passed:

1. that in accordance with the provisions of section 386 of the Companies Act 1985 (as amended) the Company shall elect to dispense with the annual appointment of auditors;
2. that in accordance with the provisions of section 80A of the Companies Act 1985 (as amended) the directors' authority to allot shares shall continue without limit of time.

Signed:
Director

Dated: 20-10-2004

