

Company Number: 1434984

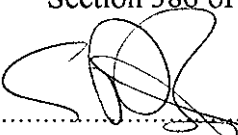
**MEDIGUARD SERVICES LIMITED**

**WRITTEN RESOLUTION IN LIEU OF A GENERAL MEETING**

**We, the undersigned Members** of the above named Company being all the Members who at the date hereof would be entitled to attend and vote at a general meeting of the Company hereby resolve as follows, such resolutions to take effect as elective resolutions pursuant to Section 379A of the Companies Act 1985 ("the Act").

**ELECTIVE RESOLUTIONS**

1. That the provisions of Section 80A of the Act shall apply, instead of Section 80(4) & (5) of the Act, in relation to the giving or renewal, after the passing of this resolution, of an authority under the said Section 80.
2. That the Company hereby elects:
  - a. To dispense with the laying of accounts and reports before the Company in general meeting, in accordance with Section 252 of the Act;
  - b. To dispense with the holding of Annual General Meetings in accordance with Section 366(A) of the Act;
  - c. To dispense with the obligation to appoint Auditors annually in accordance with Section 386 of the Act.

  
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GT Brown for Securiguard Group plc

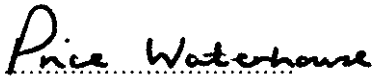
Dated: 20/3/98

  
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GT Brown for Servicelink Contracts Ltd

Dated: 20/3/98

We being the Auditors of the above named Company hereby:

- a. Acknowledge that a copy of the above resolutions has been sent to us;
- ~~\*b. Notify the Company that in our opinion the above resolutions do not concern us as Auditors;~~
- \*c. Notify the Company that in our opinion the above resolutions do concern us as Auditors but need not be considered by the Company in general meeting.

  
.....  
Auditors

\* Delete as appropriate