

**THE COMPANIES ACT 1985
PRIVATE COMPANY LIMITED BY SHARES**

ELECTIVE RESOLUTION OF

HARROW & BRENT INDEPENDENT LIMITED: 1529309

PASSED: 16 December 2005

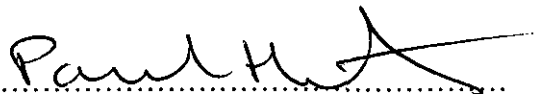
At an EXTRAORDINARY GENERAL MEETING of the above named company, duly convened and held at 58 Church Street, Weybridge on Friday, 16 December 2005 at 10 a.m., the following resolution was duly passed as an ELECTIVE RESOLUTION viz:

Resolution:

It is resolved that:

- a) in accordance with the provisions of Section 252 of the Companies Act 1985, the Company hereby dispenses with the laying of accounts and reports before the Company in General Meeting in respect of the year ending 25 December 2005 and subsequent financial years;
- b) in accordance with the provisions of Section 366A of the Companies Act 1985 the Company hereby dispense with the holding of the Annual General Meeting for 2006 and subsequent years;
- c) in accordance with the provisions of Section 386 of the Companies Act 1985, the Company hereby dispense with the obligation to appoint auditors annually and that during the term that such dispensation is in force the Directors be and they are hereby authorised to fix the auditors' remuneration.

Signed


(Chairman)

