

DORMANT COMPANY RESOLUTION

COMPANY No. 01655544

THE COMPANIES ACT 1985, SECTION 250 SPECIAL RESOLUTION OF

COOKS (SOUTHWICK) MANAGEMENT COMPANY LIMITED

AT A GENERAL MEETING OF THE ABOVE-NAMED COMPANY,
HELD ON THE 9TH DAY OF AUGUST 19 96

THE FOLLOWING SPECIAL RESOLUTION WAS DULY PASSED:-

EITHER

The company, having been dormant since its formation resolves to make itself exempt from the provisions of Part VII of the Companies Act 1985 relating to the audit of accounts and from the obligation to appoint auditors.

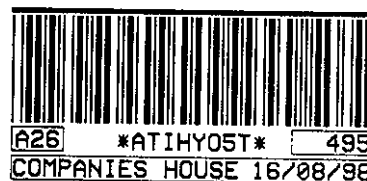
OR

The accounts of the company for the financial year ending 31 DECEMBER 94 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 Part VII of the Companies Act 1985 relating to the audit of accounts and from the obligation to appoint auditors.

J. J. S. Munn
SIGNED

Director or Secretary of company

9TH AUGUST 1996
DATE



N.B. The references above to the Companies Act 1985 relate to that Act as amended by the Companies Act 1989 & S.I. No. 1992/3003.