

**THE COMPANIES ACTS 1985-1989**

1838186

**COMPANY LIMITED BY SHARES**

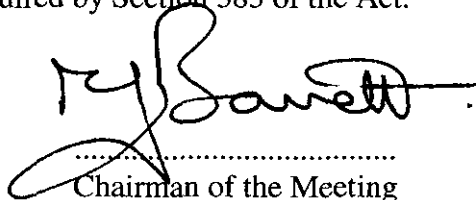
**SPECIAL RESOLUTION**

**OF**

**XEROX BUSINESS EQUIPMENT LIMITED**

At the Extraordinary General Meeting of the Company duly convened and held at Oxford Road, Uxbridge, Middlesex UB8 1HS on the 30 April 2001 the following resolution was duly passed as a Special Resolution:

THAT, the Company having satisfied the provisions of Section 249AA Companies Act 1985, relating to dormant companies, be exempt from the obligation to appoint auditors as otherwise required by Section 385 of the Act.

  
.....  
Chairman of the Meeting

