

28 - 10 - 96

To: Companies House
Crown Way,
Maindy
Cardiff CF4 3UZ

Company No. 1885499

ABBOTT (EAST ANGLIA) LIMITED

Pursuant to Section 381A of the Companies Act 1985, we the undersigned, being the sole member of the Company who at the date of these resolutions are entitled to attend and vote at the Annual General Meeting of the Company, hereby RESOLVE that the following resolutions be passed:

1. FINANCIAL STATEMENTS

The audited financial statements for the year ended 31st December, 1995 were attached to these resolutions.

It was RESOLVED that the financial statements as presented be and are hereby received.

2. DIRECTORS

It was RESOLVED that all directors would continue in office for the ensuing year in accordance with the Articles of Association of the Company.

3. SPECIAL RESOLUTION - EXEMPT FROM APPOINTING AUDITORS

"The accounts of the Company for the financial year ended 1995 having been laid before the Company at the Meeting, and the Company, having qualified as small in that year and having been dormant since the end of it, resolves to make itself exempt from the provisions of Part VII of the Companies Act 1985 relating to the audit of accounts (S.250 of the Companies Act 1985).

4. ELECTIVE RESOLUTION - DISPENSE WITH HOLDING ANNUAL GENERAL MEETING

"That in accordance with Section 366A of the Companies Act 1985, the Company shall be dispensed with the holding of an annual general meeting of the Company in 1997 and subsequent years as otherwise required by Section 366 of that Act".

5. ELECTIVE RESOLUTION - DISPENSES WITH THE LAYING OF REPORT AND ACCOUNTS

That in accordance with Section 252 of the Companies Act 1985 the Company shall be dispensed with the laying of accounts and reports before the Company in general meeting in 1997 and subsequent years as otherwise required by Section 241 of the Act".

Dated this 14th day of October 1996 at 10.30 a.m.

For and on behalf of
HAMBRO COUNTRYWIDE PLC

DIRECTOR/SECRETARY

Hambro Countrywide PLC
Sole Shareholder

