

15 - 11 - 95

WASTE MANAGEMENT (ROXBY) LIMITED

Company Number 2031961

ELECTIVE RESOLUTION

passed at the Extraordinary General Meeting of Waste Management (Roxby) Limited
held at Gate House, Turnpike Road, High Wycombe, Bucks
on 5th July 1994.

The following elective resolution was passed:-

It was resolved that the company should avail itself of the Elective Regime as permitted by the Companies Act 1985 ("The Act") and approved the following resolutions.

- (i) That pursuant to Section 366A of the Act the company dispenses with the holding of Annual General Meetings.
- (ii) That pursuant to Section 252 of the Act the Company dispenses with the laying of accounts before the Company in General Meeting.
- (iii) That pursuant to Section 386 of the Act the company dispenses with the obligation to appoint auditors annually.
- (iv) That, having satisfied the provisions of Section 252 of the Act relating to Dormant Companies, the Company be exempt from the obligation to appoint auditors as otherwise required by Section 384 of the Act.

Signed on behalf of the Company

.....
Ian Wakelin

Director, Waste management (Roxby) Limited

Registered Office:- Gate House, Turnpike Road, High Wycombe, Bucks



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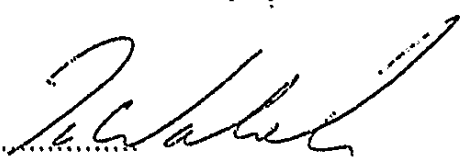
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