

COMPANIES ACT 1985

WRITTEN RESOLUTION OF A COMPANY LIMITED BY SHARES

PASSED ON 28 NOVEMBER 1997

FORMWOOD GROUP (UK) LIMITED

Registered number: 02046126

The following Elective Resolution was passed on 28 November 1997:

"IT WAS RESOLVED THAT the Company hereby elects, in accordance with Section 379A of the Companies Act 1985:

- a) pursuant to Section 252 of the Act, to dispense with the laying of accounts and reports before the Company in general meeting;
- b) pursuant to Section 366A of the Act, to dispense with the holding of annual general meetings;
- c) pursuant to Section 386 of the Act, to dispense with the obligation to appoint auditors annually."

Certified to be a true copy



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Secretary

Date:

28 NOV 1997

