

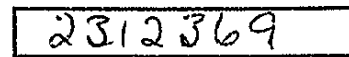
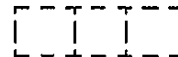
**Statutory Declaration of compliance
with requirements on application
for registration of a company****12**Please do not
write in
this margin

Pursuant to section 12(3) of the Companies Act 1985

Please complete
legibly, preferably
in black type, or
bold block letteringTo the Registrar of Companies
(Address overleaf)

For official use

For official use



Name of company

* insert full
name of Company

* CUATRO LIMITED

I, TIMOTHY JAMES CAREof CROSS HOUSE WESTGATE ROAD NEWCASTLE UPON TYNE NE99 1SB† delete as
appropriate

do solemnly and sincerely declare that I am a [Solicitor engaged in the formation of the company]†
~~person named as director or secretary of the company in the statement delivered to the registrar~~
~~under section 10(2)†~~ and that all the requirements of the above Act in respect of the registration of the
above company and of matters precedent and incidental to it have been complied with,

And I make this solemn declaration conscientiously believing the same to be true and by virtue of the
provisions of the Statutory Declarations Act 1835

Declared at 27, Grainger Street
Newcastle upon Tyne

Declarant to sign below

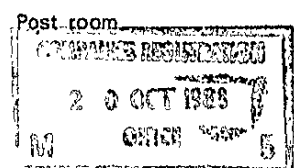
the 1989 day of OctoberOne thousand nine hundred and eighty eightbefore me Leslie W. W. Smith

A Commissioner for Oaths or Notary Public or Justice of
the Peace or Solicitor having the powers conferred on a
Commissioner for Oaths.

Presentor's name address and
reference (if any):

DICKINSON DEES
CROSS HOUSE
WESTGATE ROAD
NEWCASTLE UPON TYNE
NE99 1SB

REF: UBD

For official Use
New Companies Section



COMPANIES FORM No. 10

**Statement of first directors
and secretary and intended
situation of registered office****10**Please do not
write in
this margin

Pursuant to section 10 of the Companies Act 1985

Please complete
legibly, preferably
in black type, or
bold block letteringTo the Registrar of Companies
(Address overleaf - Note 8)

For official use

Name of company

* insert full name
of company

* CUATRO LIMITED

The intended situation of the registered office of the company on incorporation is as stated below

CROSS HOUSE WESTGATE ROAD NEWCASTLE UPON TYNE

Postcode NE99 1SB

If the memorandum is delivered by an agent for the subscribers of the
memorandum please mark 'X' in the box opposite and insert
the agent's name and address below

X

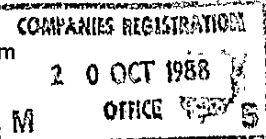
DICKINSON DEES CROSS HOUSE WESTGATE ROAD NEWCASTLE UPON TYNE

Postcode NE99 1SB

Number of continuation sheets attached (see note 1)

Presentor's name address and
reference (if any):DICKINSON DEES
CROSS HOUSE
WESTGATE ROAD
NEWCASTLE UPON TYNE
NE99 1SBFor official Use
General Section

Post room



The name(s) and particulars of the person who is, or the persons who are, to be the first director or directors of the company (note 2) are as follows:

Please do not write in this margin

Name (note 3) ARTHUR GRAHAM PATERSON WRIGHT		Business occupation
		Solicitor
Previous name(s) (note 3)		Nationality
Address (note 4) CROSS HOUSE WESTGATE ROAD		British
NEWCASTLE UPON TYNE		Date of birth (where applicable)
	Postcode NE99 1SB	(note 6)
Other directorships † PRUDHOE PRODUCTS LIMITED, GILBARON PRODUCTS LIMITED		
I consent to act as director of the company named on page 1		
Signature <i>Arthur Graham Paterson Wright</i>		Date 11 th October '88

† enter particulars of other directorships held or previously held (see note 5) if this space is insufficient use a continuation sheet.

Name (note 3)		Business occupation
Previous name(s) (note 3)		Nationality
Address (note 4)		Date of birth (where applicable)
	Postcode	(note 6)
Other directorships †		
I consent to act as director of the company named on page 1		
Signature		Date

Name (note 3)		Business occupation
Previous name(s) (note 3)		Nationality
Address (note 4)		Date of birth (where applicable)
	Postcode	(note 6)
Other directorships †		
I consent to act as director of the company named on page 1		
Signature		Date

2812369

THE COMPANIES ACT 1985



COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

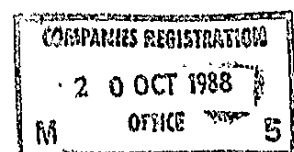
OF

CUATRO LIMITED



1. The name of the Company is Cuatro Limited.
2. The registered office is in England and Wales.
3. The objects for which the Company is established are:-
 - (A) To carry on all or any of the businesses of general merchants and traders, cash and credit traders, manufacturers' agents and representatives, insurance brokers and consultants, estate and advertising agents, mortgage brokers, financial agents, advisers, managers and administrators, hire purchase and general financiers, brokers and agents, commission agents, importers and exporters, manufacturers, retailers, wholesalers, buyers, sellers, distributors and shippers of, and dealers in all products, goods, wares, merchandise and produce of every description, to participate in, undertake, perform and carry on all kinds of commercial, industrial, trading and financial operations and enterprises; to carry on all or any of the businesses of marketing and business consultants, advertising agents and contractors, general storekeepers, warehousemen, discount traders, mail order specialists, railway, shipping and forwarding agents, shippers, traders, capitalists and financiers either on the Company's own account or otherwise, printers and publishers; haulage and transport contractors, garage proprietors, operators, hirers and letters on hire of, and dealers in motor and other vehicles, craft, plant, machinery, tools and equipment of all kinds; and to purchase or otherwise acquire or takeover any other business or undertakings which may be deemed expedient, or to become interested in, and to carry on or dispose of, remove or put an end to the same or otherwise deal with any such businesses or undertakings as may be thought desirable.
 - (B) To carry on any other trade or business whatsoever which can in the opinion of the Directors be advantageously carried on by the Company in connection with or as ancillary to the general business of the Company.

LB. £50
099460



- (C) To buy, sell, manufacture, repair, alter, improve, manipulate, prepare for market, let on hire, and generally deal in all kinds of plant, machinery, apparatus, tools, utensils, materials, produce, substances, articles and things for the purpose of any of the businesses specified herein, or likely to be required by customers or other persons having or about to have, dealings with the Company.
- (D) To enter into contracts, agreements and arrangements with any other company for the carrying out by such other company on behalf of the Company of any of the objects for which the Company is formed.
- (E) To acquire by any means, undertake and carry on the whole or any part of the assets, business, property and liabilities of any person or company carrying on or proposing to carry on any business which the Company is authorised to carry on or possess, or which may seem to the Company capable of being conveniently carried on, or calculated directly or indirectly to enhance the value of or render profitable any of the Company's property or rights, or any property suitable for the purposes of the Company.
- (F) To enter into any arrangements with any governments or authorities, supreme, municipal, local or otherwise, or any corporations companies or persons that may seem conducive to the Company's objects or any of them, and to obtain from any such governments, authorities, corporations, companies or persons any rights, privileges, charters, licences, authorisations, contracts, decrees and concessions which the Company may think it desirable to obtain, and to carry out, exercise and comply with any such arrangements, rights, privileges, charters, licences, authorisations, contracts, decrees and concessions.
- (G) To apply for, or join in applying for, purchase or by other means acquire and protect, prolong and renew, whether in the United Kingdom or elsewhere, any trade marks, patents, patent rights, brevets d'invention, licences, registered designs, protections and concessions, which may appear likely to be advantageous or useful to the Company, and to use and turn to account and to manufacture under or grant licences or privileges in respect of the same and to expend money in experimenting and testing and making researches, and in improving or seeking to improve any patents, inventions or rights which the Company may acquire or propose to acquire.
- (H) To amalgamate, enter into partnership or into any arrangement for sharing profits, union of interests, co-operation, joint adventure, reciprocal concession, limiting competition, or otherwise with any person or company or with any employees of the Company, including in such case if thought fit the conferring of a participation in the management or its directorate, and to give to any person or company special rights or privileges in connection with or control over the Company, and in particular the right to nominate one or more

Directors of the Company; and to lend money to, guarantee and secure the contracts of, or otherwise assist any such person or company, and to take or otherwise acquire shares or securities of any such person or company, and to sell, hold, re-issue, with or without guarantee, or otherwise deal with the same.

- (I) To subsidise, assist, guarantee and secure the payment of money by, or the performance of, any contract, engagement or obligation by any person or company and to act as agents for the collection, receipt or payment of money and generally to act as agents for and render services to customers and others.
- (J) To promote any company for the purpose of acquiring all or any of the property, undertaking and liabilities of the Company, or for any other purpose which may seem directly or indirectly calculated to benefit the Company, and to place, or guarantee the placing of, underwrite, subscribe for or otherwise acquire all or any part of the shares, debentures or other securities of any such company as aforesaid.
- (K) To pay out of the funds of the Company all expenses which the Company may lawfully pay of or incident to the formation, registration and advertising of or raising money for the Company, and the issue of its capital, or for contributing to or assisting any company either issuing or purchasing with a view to issue all or any part of the Company's capital in connection with the advertising or offering the same for sale or subscription including brokerage and commissions for obtaining applications for or taking, placing or underwriting or procuring the underwriting of shares, debentures or debenture stock.
- (L) Generally to purchase, take on lease, exchange, hire, hire purchase or deferred payments, or otherwise acquire any real or personal property and any rights or privileges which the Company may think necessary or convenient for the purposes of its business.
- (M) To receive money on deposit upon such terms as the Company may approve.
- (N) To invest and deal with the moneys of the Company in such manner as may from time to time be determined.
- (O) To borrow or raise or secure the payment of money in such manner as the Company shall think fit, and in particular by mortgage, charge or lien, or the issue of debentures or debenture stock, perpetual or otherwise, charged upon all or any of the Company's property (both present and future) including its uncalled capital, and to purchase, redeem or pay off any such securities.
- (P) To lend money, or give credit, to any company, firm or person (with or without security) and to give all kinds of indemnities and either with or without the Company receiving any

consideration or advantage, direct or indirect, for giving any such guarantee, to guarantee either by personal covenant or by mortgaging, charging, or creating a lien upon all or any part of the undertaking, property and assets present and future and uncalled capital of the Company or by a combination of such methods, the performance of the obligations of any company, firm or person and in particular (but without limiting the generality of the foregoing) any company which is for the time being the Company's holding or subsidiary company as defined by Section 736 of the Companies Act 1985, or otherwise associated with the Company in business and whether or not the Company receives directly or indirectly any consideration or advantage therefrom.

- (Q) To establish and maintain, or procure the establishment and maintenance of, any non-contributory or contributory pension or superannuation funds for the benefit of, and to give or procure the giving of donations, gratuities, pensions, allowances or emoluments, to any persons who are or were at any time in the employment or service of the Company, or of any company which is for the time being the Company's holding or subsidiary company as defined by Section 736 of the Companies Act 1985, or otherwise associated with the Company, or any such subsidiary, or any of the predecessors of the Company in business, or who are or were at any time Directors or officers of the Company or of any such other company as aforesaid, and the wives, widows, families and dependants of any such persons, and also to establish, subsidise or subscribe to any institutions, associations, societies, clubs or funds calculated to be for the benefit of, or to advance the interests and well-being of, the Company, or of any such other company as aforesaid, or of any such persons as aforesaid, and to make payments for or towards the insurance of any such persons as aforesaid, and to subscribe or guarantee money for charitable or benevolent objects or for any exhibition or for any public, general or useful object, and to do any of the matters aforesaid either alone or in conjunction with any such other company as aforesaid.
- (R) To remunerate any company for services rendered, or to be rendered, in placing, assisting to place, guaranteeing the placing or procuring the underwriting of any of the shares or debentures, or other securities of the Company, or of any company in which the Company may be interested or proposes to be interested, or in or about the conduct of the business of the Company, whether by cash payment or by the allotment of shares or securities of the Company, credited as paid up in full or in part, or otherwise.
- (S) To subscribe for, either absolutely or conditionally, or otherwise acquire and hold, shares, stocks, debentures, debenture stock or other obligation of any other company.
- (T) To draw, make, accept, endorse, discount, execute, and issue promissory notes, bills of exchange, bills of lading, warrants, debentures and other negotiable and transferable instruments.

- (U) To sell, on hire purchase, deferred terms or otherwise, lease, exchange, let on hire, or dispose of any real or personal property or the undertaking of the Company, or any part or parts thereof, for such consideration as the Company may think fit, and, in particular, for shares whether fully or partly paid up, debentures or securities of any other company, whether or not having objects altogether, or in part, similar to those of the Company, and to hold and retain any shares, debentures or securities so acquired, and to improve, manage, develop, sell, on hire purchase, deferred terms or otherwise, exchange, lease, mortgage, dispose of or turn to account or otherwise deal with, all or any part of the property or rights of the Company.
- (V) To adopt such means of making known the services and products of the Company as may seem expedient, and in particular, by advertising in the Press, circulars, the purchase and exhibition of works of art or interest, the publication of books and periodicals, and the granting of prizes, rewards and donations.
- (W) To support or subscribe to any charitable or public object and any institution, society or club which may be for the benefit of the Company or its Directors, officers or employees, or the Directors, officers and employees of its predecessors in business, or of any subsidiary, allied or associated company, or which may be connected with any town or place where the Company carries on business; to give pensions, gratuities, or charitable aid to any person who may have served the Company or its predecessors in business, or any subsidiary, allied or associated company, or to the wives, children or other relatives or dependants of such persons; to make payments towards insurance and to form and contribute to provident and benefit funds for the benefit of any Directors or officers of, or persons employed by, the Company, or of or by its predecessors in business, or of or by any subsidiary, allied or associated company, and to subsidise or assist any association of employers or employees, or any trade association.
- (X) To apply for, promote and obtain any Provisional Order or Act of Parliament for enabling the Company to carry any of its objects into effect or for effecting any modifications of the Company's constitution or for any other purposes which may seem expedient, and to oppose any actions, steps, proceedings or applications, which may seem calculated directly or indirectly to prejudice the Company's interests.
- (Y) To do all or any of the above things in any part of the world, and either as principal, agent, contractor, trustee or otherwise, and by or through trustees, agents or otherwise, and either alone or in conjunction with others and, either by or through agents, trustees, sub-contractors or otherwise, to procure the Company to be registered or recognised in any part of the world.

(Z) To distribute any of the property of the Company in specie among the shareholders.

(AA) To do all such other things as are incidental or conducive to the attainment of the above objects, or any of them.

And it is hereby declared that the word "company" in this clause shall, except where used in reference to the Company, be deemed to include any person, partnership or other body of persons, whether corporate or unincorporate or domiciled in the United Kingdom or elsewhere, and words denoting the singular number only shall include the plural number and vice versa, and so that the objects specified in each paragraph of this clause shall, except where otherwise expressed in such paragraph, be regarded as independent objects, and in no way limited or restricted by reference to or inference from the terms of any other paragraph or the name of the Company.

4. The liability of the Members is limited. /

5. The Share Capital of the Company is £100 / divided into 100 Ordinary shares of £1 each.

WE, the several persons whose names, addresses and descriptions are subscribed, are desirous of being formed into a Company in pursuance of this Memorandum of Association, and we respectively agree to take the number of shares in the capital of the Company set opposite our respective names.

NAMES, ADDRESSES AND DESCRIPTIONS
OF SUBSCRIBERS

Number of Shares taken by
each subscriber

Arthur Graham Paterson Wright

ARTHUR GRAHAM PATERSON WRIGHT

One

Cross House
Westgate Road
Newcastle upon Tyne
NE99 1SB

Solicitor

Timothy James Care

TIMOTHY JAMES CARE

One

Cross House
Westgate Road
Newcastle upon Tyne
NE99 1SB

Solicitor

Dated the *19th* day of *October* 1988
Witness to the above Signatures

BETHAN SARA DARWIN

Bethan S. Darwin

Cross House
Westgate Road
Newcastle upon Tyne
NE99 1SB

Articled Clerk

THE COMPANIES ACT 1985

C O M P A N Y L I M I T E D B Y S H A R E S

ARTICLES OF ASSOCIATION

OF

CUATRO LIMITED

PRELIMINARY

1. (a) The regulations contained in Table A as prescribed by regulations made pursuant to section 8 of the Companies Act 1985 in force at the date of the incorporation of the Company (which Table is hereinafter called "Table A") shall apply to the Company save in so far as they are excluded hereby. The regulations in Table A numbered 41, 52, 64, 73, 74, 75, 77, 94, 95 and 97 shall not apply and the regulations in Table A numbered 24, 45, 46, 53, 79 and 81 shall apply with the modifications set out below. Subject as aforesaid, and in addition to the remaining regulations in Table A, the following shall be the Articles of Association of the Company.
- (b) "the Act" means the Companies Act 1985 and every statutory modification or re-enactment thereof for the time being in force.

PRIVATE COMPANY

2. The Company is a private company.

SHARE CAPITAL

3. The share capital of the Company is £100 divided into 100 Ordinary Shares of £1 each.
4. (a) Subject to the provisions of these Articles and of the Act any unissued shares for the time being in the capital of the Company shall be at the disposal of the directors who may allot, grant options over or otherwise dispose of them to such persons (including any director), on such terms and conditions and at such time or times as they may think proper but so that no shares shall be issued at a discount.
- (b) The directors are generally and unconditionally authorised pursuant to the Act to exercise all powers of the Company to allot relevant securities (as defined in section 80 of the Act) to a maximum nominal amount of the authorised but unissued share capital of the Company at the date of the

incorporation of the Company, provided that this authority shall expire on the day preceding the fifth anniversary of the incorporation of the Company save that this authority allows the Company to make an offer or agreement before such expiry which would or might require relevant securities to be allotted after such expiry.

- (c) Section 89(1), section 90(1) to (5) and section 90(6) of the Act are hereby excluded in their application to allotments by the Company of equity securities (as defined in section 94 thereof).

TRANSFER OF SHARES

5. The directors may in their absolute discretion and without assigning any reason therefor decline to register any transfer of any share whether or not it is a fully paid share. The first sentence of regulation 24 in Table A shall not apply.

PROCEEDINGS AT GENERAL MEETINGS

6. If within half an hour from the time appointed for a meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved; in any other case it shall stand adjourned to the same day in the next week, at the same time and place or to such other day and at such other time and place as the directors may determine and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the meeting shall be dissolved.

7. It shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting. The last two sentences of regulation 45 in Table A shall not apply.

8. A poll may be demanded by any member having the right to vote at the meeting. Regulation 46(b) in Table A shall not apply.

9. No notice need be given of a poll. Regulation 52 in Table A shall not apply.

10. Regulation 53 in Table A shall apply with the words "An ordinary, special or extraordinary resolution (as the case may be)" substituted for the words "A resolution".

NUMBER OF DIRECTORS

11. Unless and until otherwise determined by ordinary resolution the number of directors (other than alternate directors) shall not be subject to any maximum and need not exceed one. If and so long as there is a sole director he may exercise all the powers and authorities vested in the directors by these Articles and Table A.

POWERS OF DIRECTORS

12. The directors may by resolution exercise all the powers of the Company to make provision (in connection with the cessation or the transfer to any person of the whole or part of the undertaking of the Company or any subsidiary of the Company) for the benefit of persons employed or formerly employed by the Company or that subsidiary.

APPOINTMENT AND RETIREMENT OF DIRECTORS

13. A director shall not retire by rotation. References in Table A to the rotation of directors shall not apply.

14. No person shall be or become incapable of being appointed a director by reason of his having attained the age of seventy or any other age nor shall any special notice be required in connection with the appointment or the approval of the appointment of such person, and no director shall vacate his office at any time by reason of the fact that he has attained the age of seventy or any other age.

15. The last two sentences of regulation 79 in Table A shall not apply.

16. Regulation 81(d) in Table A shall not apply. In addition to the remaining provisions of regulation 81 the office of director shall be vacated if the director:-

- (a) not being a managing director or a director holding an executive office for a fixed period, resigns his office by notice in writing to the Company; or
- (b) being a managing director or a director holding an executive office, is dismissed from such office.

17. Without prejudice to the provisions of sections 303 and 304 of the Act, the Company may by extraordinary resolution of which special notice has been given in accordance with section 379 of the Act remove from office any director notwithstanding anything in these Articles or in any agreement between the Company and such director. Such removal shall be without prejudice to any claim such director may have for damages for breach of any contract of service between him and the Company.

DIRECTORS' APPOINTMENTS AND INTERESTS

18. A managing director or director holding an executive office for a fixed period shall not be entitled to resign as a director of the Company.

PROCEEDINGS OF DIRECTORS

19. A director may vote as a director in regard to any contract, arrangement or any other proposal whatsoever in which he is interested or upon any matter arising therefrom, and if he shall so vote his vote shall be counted and he shall be reckoned in estimating a quorum when any such contract, arrangement or proposal is under consideration.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

A. M. Wright
ARTHUR GRAHAM PATERSON WRIGHT

One

Cross House
Westgate Road
Newcastle upon Tyne
NE99 1SB

Solicitor

T. J. Care
TIMOTHY JAMES CARE

One

Cross House
Westgate Road
Newcastle upon Tyne
NE99 1SB

Solicitor

Dated the *19th* day of *October* 1988
Witness to the above Signatures

BETHAN SARA DARWIN

Bethan S. Darwin

Cross House
Westgate Road
Newcastle upon Tyne
NE99 1SB

Articled Clerk

FILE COPY



**CERTIFICATE OF INCORPORATION
OF A PRIVATE LIMITED COMPANY**

No. 2312369

I hereby certify that

CUATRO LIMITED

is this day incorporated under the Companies Act 1985 as
a private company and that the Company is limited.

Given under my hand at the Companies Registration Office,
Cardiff the 3 NOVEMBER 1988

F. A. Joseph.

F. A. JOSEPH

an authorised officer

COMPANY NUMBER: 2312369



THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES
SPECIAL RESOLUTION
of
CUATRO LIMITED



passed on 4th January 1989

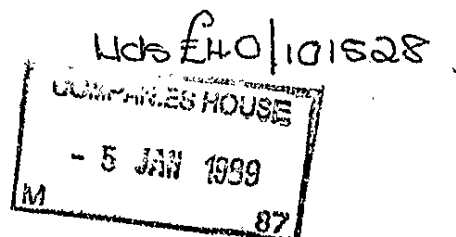
At an Extraordinary General Meeting of the above named Company duly convened and held on 4th January 1989 the following resolution was duly proposed and passed as a Special Resolution of the Company:-

SPECIAL RESOLUTION

That the name of the Company be changed to "The Quality of Life (N.E.) Limited".

*Amended
19/1*

.....
Director





CERTIFICATE OF INCORPORATION ON CHANGE OF NAME

No. 2312369

I hereby certify that

CUATRO LIMITED

having by special resolution changed its name,
is now incorporated under the name of

THE QUALITY OF LIFE (N.E.) LIMITED

Given under my hand at the Companies Registration Office,
Cardiff the 19 JANUARY 1989

A handwritten signature in ink, appearing to read 'D. J. Jones', written over a faint circular stamp.

an authorised officer

G

COMPANIES FORM No. 225(1)

Notice of new accounting reference date given during the course of an accounting reference period**225(1)**

Please do not write in this margin

Pursuant to section 225(1) of the Companies Act 1985 as inserted by section 3 of the Companies Act 1989

Please complete legibly, preferably in black type, or bold block lettering

* Insert full name of company

Note
Details of day and month in 2, 3 and 4 should be the same. Please read notes 1 to 5 overleaf before completing this form.

† delete as appropriate

1. To the Registrar of Companies
(Address overleaf - Note 6)

Company number

2312369

Name of company

* QUALITY OF LIFE NE LIMITED

2. gives notice that the company's new accounting reference date on which the current accounting reference period and each subsequent accounting reference period of the company is to be treated as coming, or as having come, to an end is

Day Month

3 1 1 2

3. The current accounting reference period of the company is to be treated as [shortened][extended]† and [is to be treated as having come to an end][will come to an end]† on

Day Month Year

3 1 1 2 1 9 9 3

4. If this notice states that the current accounting reference period of the company is to be extended, and reliance is being placed on the exception in paragraph (a) in the second part of section 225(4) of the Companies Act 1985, the following statement should be completed:

The company is a [subsidiary][parent]† undertaking of

_____, company number _____

the accounting reference date of which is _____

5. If this notice is being given by a company which is subject to an administration order and this notice states that the current accounting reference period of the company is to be extended AND it is to be extended beyond 18 months OR reliance is not being placed on the second part of section 225(4) of the Companies Act 1985, the following statement should be completed:

An administration order was made in relation to the company on _____ and it is still in force.

6. Signed  Designation: DIRECTOR Date 7/1/94

Presentor's name address
telephone number and reference (if any):

United Biscuits (Holdings) plc
Church Road
West Drayton
Middlesex UB7 7PR
Tel: 0895 432100

For official use
D.E.B.

Post room



2312369
THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

RESOLUTION OF QUALITY OF LIFE NE LIMITED

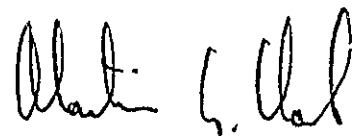
(PASSED 7.1.94)

At the Annual General Meeting of the Company held at Group Head Quarters, Church Road, West Drayton on January 7 1994 the resolutions set out below were passed as ELECTIVE RESOLUTIONS :

That, pursuant to section 252 Companies Act 1985, the Company dispense with the obligation to lay the annual accounts before the members of the Company in General Meeting unless otherwise requested to do so by a member or future auditors of the Company.

That, pursuant to Section 386A of the Companies Act 1985, the Company dispense with the obligation to annually re-appoint the auditors of the Company.

That, pursuant to Section 366A of the Companies Act 1985, the Company dispense with the obligation to hold an Annual General Meeting unless otherwise required by a member.


Chairman

