


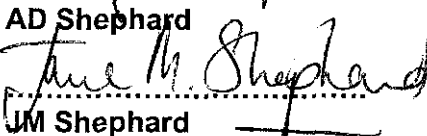
**THE COMPANIES ACT 1985  
COMPANY LIMITED BY SHARES  
WRITTEN RESOLUTIONS OF  
SHEPHARD CONFERENCES & EXHIBITIONS LIMITED  
(No. 2343006)**

We, the undersigned, being the members of the above company, for the time being entitled to receive notice of, attend and vote at general meetings, hereby unanimously pass the following written resolutions (such resolutions to have effect as elective resolutions) and agree that the said resolutions shall for all purposes be as valid and effective as if the same had been passed at a general meeting of the company duly convened and held:

That in accordance with the provisions of s252 of the Companies Act 1985 the company hereby dispenses with the laying of accounts and reports before the company in general meeting in respect of the year ending 31 December 2001 and subsequent financial years

That in accordance with the provisions of s366A of the Companies Act 1985 the company hereby dispenses with the holding of the annual general meeting for 2001 and subsequent years.

That in accordance with the provisions of s386 of the Companies Act 1985 the company hereby dispenses with the obligation to appoint auditors annually and that during that term that such dispensation is in force the directors be and they are hereby authorised to fix the auditors' remuneration.

  
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AD Shephard  
  
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JM Shephard

18/8/01  
.....  
Date  
18/8/01  
.....  
Date

