

No: 2362253

COMPANIES ACTS 1985 and 1989

PRIVATE COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

of

UDS HOLDINGS (1) LIMITED

We, Hanson Retail Limited being the sole Member for the time being of the above-named Company entitled to receive notice of and to attend and vote at General Meetings pursuant to Section 381A of the Companies Act 1985 HEREBY RESOLVE as an Special Resolution:-

"THAT the Company being dormant within the meaning of Section 250 of the Companies Act 1985 (as amended by the Companies Act 1989), be exempted from the obligation to appoint auditors".

Dated this 26th day of September 1997

For: Hanson Retail Limited

Craham Bransfield
Director

