

THE COMPANIES ACT 1985 & 1989.

COMPANY LIMITED BY SHARES.

**ELECTIVE RESOLUTION
OF
SOUND ADVANTAGE LIMITED**

Passed: 10 / 11 = 1995.

It is hereby unanimously resolved as an elective resolution in accordance with section 379A of the Companies Act 1985 ("the Act").

- (i) pursuant to Section 252 of the Act, to dispense with the laying of accounts and reports before the company in general meeting;
- (ii) pursuant to Section 366A of the Act, to dispense with the holding of annual general meetings;
- (iii) pursuant to Section 386 of the Act, to dispense with the obligation to appoint auditors annually; and


.....
BRIAN HINDSON.

