

THE COMPANIES ACTS 1985 - 1989

COMPANY LIMITED BY SHARES

ELECTIVE RESOLUTIONS
AND SPECIAL RESOLUTION

OF

SHOWART LIMITED

15 DECEMBER 2000

At the Annual General Meeting of the members of the above Company duly convened and held at 4 Broadgate, London EC2M 2DA on 15 December 2000, the subjoined Resolutions were duly passed as Elective Resolutions and a Special Resolution in accordance with Section 379A of the Companies Act 1985.

ELECTIVE RESOLUTIONS

1. That, pursuant to section 252 of the Companies Act 1985 (as amended by the Companies Act 1989), the directors in respect of the current and subsequent financial years of the Company shall not, and they shall not be required to, lay before the Company in general meeting copies of the Company's annual accounts, the directors' report and the auditors' report on those accounts.
2. That, pursuant to section 366A of the Companies Act 1985 (as amended by the Companies Act 1989) the Company shall not in subsequent years hold annual general meetings.
3. That, pursuant to section 386 of the Companies Act 1985 (as amended by the Companies Act 1989), the Company shall not appoint its auditors annually.



For and on behalf of
Henderson Secretarial Services Limited
Corporate Secretary

