

Bella Italia Group Limited

The Companies Act 1985

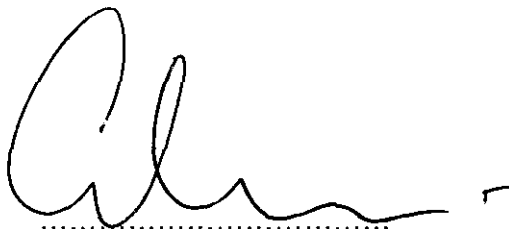
Company Limited by Shares

Elective Resolutions

Passed 7 September 2006

At the Annual General Meeting of the above named Company, duly convened and held at 163 Eversholt Street, London NW1 1BU on 7 September 2006 at 11.40 am, the following Elective Resolutions were duly passed:-

1. That, in accordance with the provisions of Section 252 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 May 2007 and subsequent financial years.
2. That, in accordance with the provisions of Section 366A of the Companies Act 1985, the Company hereby dispenses with the holding of the Annual General Meeting for 2007 and subsequent years.
3. That, in accordance with the provisions of Section 386 of the Companies Act 1985, the Company hereby dispenses with the obligation to appoint auditors annually.
4. That, in accordance with the provisions of Section 80A and Section 379A of the Companies Act 1985, the provisions of Section 80A of such Act shall apply in lieu of the provisions of S80(4),(5) of the Companies Act 1985 in relation to the giving or renewing of an authority to the directors of the Company for the allotment of shares.
5. That, in accordance with the provisions of Section 379A of the Companies Act 1985, the requisite majority for the purposes of Section 369(4) and Section 378(3) of the Companies Act 1985 shall be members together holding not less than 90% in nominal value of the shares giving the right to attend and vote at the meeting.



Chairman – G Turner

