

# 15 - 02 - 96

Number of Company: 2774580:

THE COMPANIES ACT 1985

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A PRIVATE COMPANY LIMITED BY SHARES

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ELECTIVE RESOLUTIONS

of

SUNQUEST EUROPA LIMITED

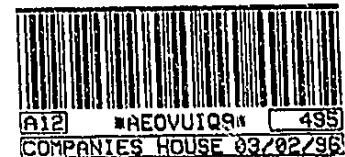
Passed the 1<sup>st</sup> day of February 1996

At an EXTRAORDINARY GENERAL MEETING of the above-named Company duly convened and held at ~~40<sup>th</sup>~~ Floor, One Oxford Centre, Pittsburgh *USA* on 1<sup>st</sup> February 1996 the following resolutions were passed as Elective Resolutions:

ELECTIVE RESOLUTIONS

1. The Company hereby elects, in accordance with section 366A of the Companies Act 1985 (as amended) (the "Act") to dispense with the holding of annual general meetings in respect of the current year and subsequent years.
2. That the Company hereby elects, in accordance with section 386(1) of the Act, to dispense with the obligation to appoint auditors annually; and
3. That the Company hereby elects, in accordance with Section 252(1) of the Act, to dispense with the laying of accounts and reports before the Company in general meeting.

*Gordon J. K... ..*  
Chairman



EEPW1:747