

E

Number of Company: 2975861

THE COMPANIES ACT 1985

AND

THE COMPANIES ACT 1989

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

Pursuant to Section 378 Companies Act 1985

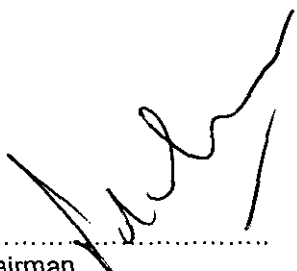
of

QVS Electrical Wholesale Limited

Passed the 9th day of November 2001

At an extraordinary general meeting of the members of the above-named company, duly convened and held at 168 Brighton Road, Coulsdon, Surrey CR5 2NE on the 9th November 2001 the following SPECIAL RESOLUTION was duly passed:-

that the contract proposed to be made between the Company, Mr B J French and Mr T Money for the purchase of 15 ordinary shares of £1.00 each in the Company from Mr B J French for a consideration of £540 each share and from Mr T Money the purchase of 15 ordinary shares of £1.00 each for a consideration of £540 each share, the terms of which are set out in the copy of the proposed contract produced to this meeting and signed by the Chairman for the purpose of identification, be authorised


.....
Chairman.

