

Company number 2978673

THE COMPANIES ACT 1985 - 1989

Company Limited by Shares

Special Resolution, passed as a Written Resolution  
by all the members of M & R 617 Limited

Special Resolution

THAT the giving by the Company's subsidiaries Solar Bowl (Norwich) Limited and Solar Bowl (Ipswich) Limited of financial assistance for the acquisition of Ordinary shares in the capital of Solar Bowl (Holdings) Limited by the granting of certain charges by the Company's said subsidiaries over their assets in favour of certain of the Vendors of such shares to secure the payment by M & R 617 Limited of deferred consideration to be paid to such Vendors be and it is hereby approved by all the members in accordance with section 155(5) Companies Act 1985.

  
.....  
Brian Marshall

Date: .... 5 APRIL 1995

We, Kidsons Impey, being the auditors of the above Company hereby notify the Company that in our opinion the resolution set out in the notice above does not concern us as auditors or does so concern us as auditors but need not be considered by the Company in general meeting, or as the case may be, by a meeting of the relevant class of members of the Company.

Date:.....

.....  
Kidsons Impey

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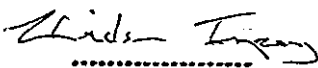
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