

Company Number 3053568

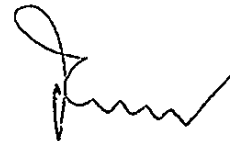
COMPANIES ACT 1985
COMPANY LIMITED BY SHARES
ELECTIVE RESOLUTIONS
OF
ELECTRA FLEMING GP (UNQUOTED) UK LIMITED
(Passed 20 May 1997)

At the EXTRAORDINARY GENERAL MEETING of the above name Company duly convened and held at 65 Kingsway, London WC2 on 20 May 1997 the following resolutions were passed as Elective Resolutions.

THAT:

The company hereby elects:

- (i) pursuant to Section 252 of the Companies Act 1985 (the Act), to dispense with the laying of accounts and reports before the company in general meeting;
- (ii) pursuant to Section 355A of the Act, to dispense with the holding of annual general meetings;
- (iii) pursuant to Section 386 of the Act, to dispense with the obligation to appoint auditors annually.



Secretary

