

COMPANY NUMBER: 3062160

THE COMPANIES ACTS 1985 AND 1989
COMPANY LIMITED BY GUARANTEE AND
NOT HAVING A SHARE CAPITAL

ELECTIVE RESOLUTIONS

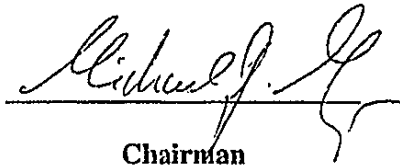
of

HINXTON HALL LIMITED

At the First Annual General Meeting of the above-named Company duly convened and held at 183 Euston Road, London NW1 2BE on Wednesday 13 November 1996 at 2.00 pm the following resolutions were duly passed:

Elective Resolutions

1. THAT pursuant to Section 366(A) of the Companies Act 1985, as inserted by Section 115 of the Companies Act 1989, the Company elects to dispense with the holding of annual general meetings;
2. THAT pursuant to Section 252 of the Companies Act 1985, as amended by Section 16 of the Companies Act 1989, the Company elects to dispense with the laying of accounts and reports before the Company in general meeting;
3. THAT pursuant to Section 386 of the Companies Act 1985, as amended by Section 119 of the Companies Act 1989, the Company elects to dispense with the obligation to appoint auditors annually.


Chairman

Dated this 19th day of November 1996

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