

# 27 - 11 - 97

Company No:3188178

THE COMPANIES ACTS 1985 TO 1989

COMPANY LIMITED BY SHARES

ELECTIVE RESOLUTIONS

- of -

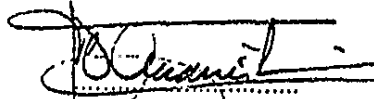
**ORVET UK LIMITED**

Passed on 12 / 11 / 1997

WE, the undermentioned, being the sole member of the above Company for the time being entitled to attend and vote at general meetings of the Company **HEREBY RESOLVE** that the following resolutions be adopted as Elective Resolutions of the Company:

ELECTIVE RESOLUTIONS

- (1) "That in accordance with the provisions of Section 379A of the Companies Act 1985 (as amended) the Company hereby elects pursuant to Section 252 of that Act to dispense with the laying of accounts and reports before the Company in general meeting in respect of the current and subsequent financial years."
- (2) "That in accordance with the provisions of Section 379A of the Companies Act 1985 (as amended) the Company hereby elects pursuant to Section 366A of that Act to dispense with the holding of annual general meetings in respect of the current year and subsequent years."
- (3) "That in accordance with the provisions of Section 379A of the Companies Act 1985 (as amended) the Company hereby elects pursuant to Section 386 of that Act to dispense with the obligation to appoint auditors annually."

  
For and on behalf of  
Orvet B.V.

