

Company Number: 3226380

THE COMPANIES ACTS 1985 TO 1989

COMPANY LIMITED BY SHARES

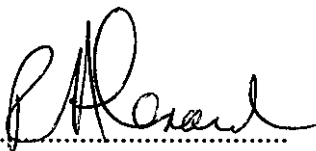
GOLDFISH MANAGEMENT LIMITED

SPECIAL RESOLUTION
(PASSED ON 15 JANUARY 1997)

At an extraordinary general meeting of the company duly convened and held at British Gas Trading, 17 London Road, Staines, Middlesex TW18 4AE on 15 January 1997 the following resolution was duly passed as a special resolution:

SPECIAL RESOLUTION

THAT in accordance with section 250 of the Companies Act 1985 (as inserted by section 14 of the Companies Act 1989) the company shall be exempt from the provisions of Part VII of the Companies Act 1985 (as inserted by the Companies Act 1989) relating to the audit of accounts and obligation to appoint auditors.

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Chairman

