

# 17 - 09 - 97

Company Number: 3308296

THE COMPANIES ACTS 1985 AND 1989  
PRIVATE COMPANY LIMITED BY SHARES  
WRITTEN RESOLUTIONS

of

P & P LIMITED

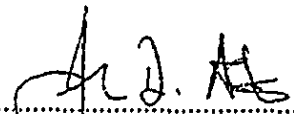
DATED: 1 September 1997

WE, the undersigned, being all the Members of the above-named Company entitled to receive notice of and to attend and vote at General Meetings of the Company agree to and make the following resolutions which shall have effect as Elective Resolutions and which shall, pursuant to section 381A of the Companies Act 1985 (as amended by the Deregulation (Resolutions of Private Companies) Order 1996), be as valid and effective for all purposes as if the same had been duly passed at a General Meeting of the Company duly convened and held:

ELECTIVE RESOLUTIONS

1. THAT pursuant to the provisions of Section 366A Companies Act 1985, the Company hereby elects to dispense with the holding of annual general meetings for the current year and all subsequent years.
2. THAT pursuant to the provisions of Section 252 Companies Act 1985, the Company hereby elects to dispense with the laying of accounts and reports before the Company in general meeting for the current financial year and all subsequent financial years.
3. THAT pursuant to the provisions of Section 386 Companies Act 1985 the Company hereby elects to dispense with the obligation to appoint auditors annually.

For and on behalf of Skillsgroup plc

  
.....  
Authorised Signatory of Skillsgroup plc

