

Company No: 03309229

**THE COMPANIES ACTS 1985 TO 1989**

**COMPANY LIMITED BY SHARES**

**ELECTIVE RESOLUTIONS**

- of -

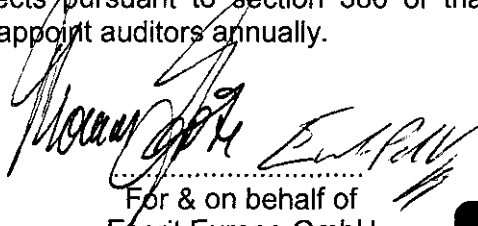
**ESPRIT IMAGE AND PRODUCT DEVELOPMENT LIMITED**

Passed on September 4, 2006

WE, the undermentioned, being the members 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 year 2006 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 year 2006 and subsequent years."
- (3) "That in accordance with section 379A of the Companies Act 1985 the Company elects pursuant to section 386 of that Act to dispense with the obligation to appoint auditors annually."

  
For & on behalf of  
Esprit Europe GmbH

