

Company no: 3337481

THE COMPANIES ACT 1985

AND

THE COMPANIES ACT 1989

COMPANY LIMITED BY SHARES

ELECTIVE RESOLUTIONS OF

SCEPTRE-EUROPE LIMITED

Passed this 14th day of February 2000

At the Annual General Meeting of the above-named company, duly convened and held on 14 February 2000 at 12.15P.M. at Avis House, Park Road, Bracknell, Berkshire RG12 2EW the following resolutions were proposed and passed as ELECTIVE RESOLUTIONS:

1. That, pursuant to Section 366A of the Companies Act 1985, the Company hereby elects to dispense with the holding of an annual general meeting in 2001 and in each subsequent year.
2. That, pursuant to Section 252 of the Companies Act 1985, the Company hereby elects to dispense with the laying of accounts and reports before the Company in general meetings in respect of the year ended 31 December 2000 and subsequent years.
3. That, pursuant to Section 386 of the Companies Act 1985, the Company hereby elects to dispense with the obligations to appoint auditors annually.
4. That, pursuant to Section 80A of the Companies Act 1985, the Company hereby elects that the provisions of Section 80A shall apply to the Company and the directors' authority to allot relevant securities shall extend to all relevant securities of the Company which are at the time of passing of this resolution unissued. The general authority is given for an indefinite period.


Chairman

