

Company number 3405634

THE COMPANIES ACT 1985

PRIVATE COMPANY LIMITED BY SHARES

RESOLUTIONS

of

EUROBELL (No.2) LIMITED

(passed on 22 July 1997)

At an EXTRAORDINARY GENERAL MEETING of the Company duly convened and held at East India House, 109-117 Middlesex Street, London E1 7JF on 22 July 1997, the following resolutions were duly passed, as to resolutions 1 and 2, as elective resolutions of the Company, and, as to resolution 3, as a special resolution of the Company:

ELECTIVE RESOLUTIONS




1. That pursuant to Section 252 of the Companies Act 1985, the Company dispense with the laying of accounts and reports before the Company in general meeting.

2. That pursuant to Section 366A of the Companies Act 1985, the Company dispense with the holding of annual general meetings of the Company.

SPECIAL RESOLUTION

3. That the Company having been dormant from the time of its formation and no accounts having been laid before it in general meeting, the Company resolves to make itself exempt from the provisions of Part VII of the Companies Act 1985 relating to the audit of accounts.


Chairman