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COMPANY NO: 3407430

THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES

COPY RESOLUTIONS
OF
STERLING GAS LIMITED

At an Extraordinary General Meeting of the Company held at Corporate Office, Woodyard Lane, Wollaton, Nottingham on Thursday 6th November 1997 the following resolutions were duly passed:

SPECIAL RESOLUTION

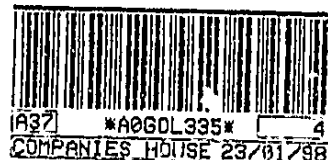
That

- (1) ~~"the Company, being dormant within the meaning of Section 250, Companies Act 1985 (as amended), be exempt from the obligation to appoint auditors, as otherwise required by Section 384 of that Act".~~

ELECTIVE RESOLUTIONS

- (2) pursuant to section 80A of the Companies Act 1985 the directors be and they are hereby generally and unconditionally authorised to allot, grant options over, offer or otherwise deal with or dispose of any relevant securities (within the meaning of section 80 of that Act) up to an aggregate nominal amount of £1000 provided that this authority shall expire on the date five years from the date hereof unless renewed, varied or revoked by the Company in general meeting save that the Company may before such expiry make an offer or agreement which would or might require relevant securities to be allotted after such expiry;
- (3) pursuant to section 252 of the Companies Act 1985 the directors in respect of this and subsequent financial years shall not, and they shall not be required to, lay before the Company in general meeting copies of the Company's annual accounts the directors' report and the auditor's report on those accounts;
- (4) pursuant to section 366A of the Companies Act 1985 the Company shall not in this and subsequent years hold annual general meetings;
- (5) pursuant to section 386 of the Companies Act 1985 the Company shall not appoint its auditors annually.

.....
Secretary



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