

No: 3430418

COMPANIES ACTS 1985 and 1989

PRIVATE COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

of

DAYCRUISE LIMITED

We, Hanson Overseas Holdings Limited, sole Members for the time being of the above-named Company entitled to receive notice of and to attend and vote at General Meetings pursuant to Section 381A of the Companies Act 1985 HEREBY RESOLVE as a Special Resolution:-

"THAT the Company being dormant within the meaning of Section 250 of the Companies Act 1985 (as amended by the Companies Act 1989), be exempted from the obligation to appoint auditors".

Dated this 17th day of December 1999

For: Hanson Overseas Holdings Limited

Graham Brunsford
Director

