

Company Number: 3525975

THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION
of
FIRST ACTIVE COMMERCIAL LIMITED
(the "Company")

Pursuant to Section 381A of the Companies Act 1985 the following resolutions were duly passed on *20th January 1999* as Elective Resolutions of the Company.

ELECTIVE RESOLUTIONS

1. THAT:

- (a) in accordance with the provisions of Section 252 of the Companies Act 1985 (the "Act") (as replaced by Section 16 of the Companies Act 1989) the Company dispenses with the laying of Accounts and Reports before the Company in general meetings;
- (b) in accordance with the provisions of section 386 of the Act the Company hereby dispenses with the obligation to appoint auditors annually and that during the term that such dispensation is in force the Directors be and they are hereby authorised to fix the auditors remuneration; and
- (b) in accordance with the provisions of Section 366A of the Act, the Company dispenses with the holding of annual general meetings.

Signed: *G M Wellman*

Date: *20th January* 1999

G M WELLMAN
COMPANY SECRETARY

