

Company Number: 3637206

THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES
SPECIAL RESOLUTIONS AND ELECTIVE RESOLUTION

- of -

DOUGHTY HANSON & CO III NOMINEES 1 LIMITED

(Passed 24 September 1998)

At an Extraordinary General Meeting of the above-named Company duly convened and held on 24 September 1998 at Times Place, 45 Pall Mall, London SW1Y 5JG the following Resolutions were duly passed as a Special Resolution in the case of Resolution numbered 1 and as an Elective Resolution in the case of Resolution 2.

SPECIAL RESOLUTION

1. That in accordance with Section 250 of the Companies Act 1985, the Company, having been a dormant company from the time of its formation and for as long as it remains a dormant company, shall be exempted from the provisions of Part VII of the Companies Act 1985 relating to the audit of accounts.



Signed:.....

Chairman of the Meeting