

THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES
RESOLUTIONS OF

HARRIS FURNISHINGS LIMITED

At an Extraordinary General Meeting of the above company, duly convened and held at Amberley House, New Road, Rainham, Essex RM13 8QN on 14 May 1999 the following resolutions were passed:

SPECIAL RESOLUTION

- (1) The Company, having been dormant since its formation and no accounts having been laid before it in general meeting, resolves to make itself exempt from the provisions of Part VII of the Companies Act 1985 relating to the audit of accounts.

ELECTIVE RESOLUTION

- (2) That pursuant to s.379A of the Companies Act 1985, as inserted by s.116 of the Companies Act 1989, it is resolved:-
- (a) that the provisions of s.80A of the Companies Act 1985, as inserted by S.115 of the Companies Act 1989, apply to the Company so that the directors be empowered for an unlimited period to allot shares in the Company up to the maximum number of unissued shares in the Company at the date hereof;
 - (b) that the Company elects pursuant to s.252 of the Companies Act 1985, as amended by s.16 of the Companies Act 1989, to dispense with the laying of accounts and reports before the Company in general meeting;
 - (c) that pursuant to s.366A of the Companies Act 1985, as inserted by s.115 of the Companies Act 1989, the Company elects to dispense with the holding of annual general meetings;
 - (d) to fix the requisite majority for the purposes of ss 369(4) and 378(3) of the Companies Act 1985 at 90% of the members.


S J WINNING
CHAIRMAN

