

Company No: 3770319

THE COMPANIES ACTS 1985
COMPANY LIMITED BY SHARES

NOTICE OF WRITTEN RESOLUTIONS

of

13 BELSIZE SQUARE LIMITED
(the "Company")

Notice is given that all the members of the Company entitled to receive notice of and to attend and vote at general meetings of the Company resolved as at 14 May 1999 and pursuant to Section 381A of the Companies Act 1985 (the "Act"), that the following resolutions be passed and that such resolutions shall have effect as elective resolutions as if passed at a general meeting of the Company duly convened and held:

ELECTIVE RESOLUTIONS

1. That the Company dispense with the laying of accounts and reports before it in general meeting in respect of the current financial year of the Company and every subsequent financial year.
2. That the provisions of Section 80A of the Act shall apply, instead of the provisions of Sections 80(4) and (5) of the Act, in relation to the giving or renewal, after the passing of this resolution, of an authority under Section 80 of the Act.
3. That the Company dispense with the holding of annual general meetings in respect of the year in which this resolution is passed and every subsequent year.
4. That the provisions of Sections 369(4) and 378(3) of the Act respectively shall have effect in relation to the Company as if for the references to 95 per cent. there were substituted references to 90 per cent.
5. That the Company dispense with the obligation to appoint auditors annually and the Company's auditors shall be deemed to be re-appointed for each succeeding financial year.

14 May 1999




Director