


Co. No. 3787709

Certified to be a true copy

secretary dated 7.2.06

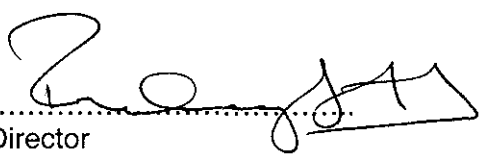
**The Companies Act 1985
Company limited by shares**

**Written resolutions
of
MITIE Business Services Limited ("The Company")**

(passed on 6 February 2006)

We, being the sole member of the Company entitled to attend and vote at a general meeting of the Company, hereby pass the following resolutions in writing (such resolutions to have effect as elective resolutions) pursuant to S379A and 381A Companies Act 1985 (as amended) :

- (i) THAT in accordance with Section 252 of the Companies Act 1985 the Company does hereby dispense with the laying of accounts and reports before the Company in general meeting;
- (ii) THAT in accordance with Section 366A of the Companies Act 1985 the Company does hereby dispense with the holding of annual general meetings; and
- (iii) THAT in accordance with Section pursuant to Section 386 of the Companies Act 1985 the Company does hereby dispense with the obligation to appoint auditors annually.


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Director
For and on behalf of MITIE Group PLC

