

Company Number 3795361

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

pursuant to Section 250 Companies Act 1985

of

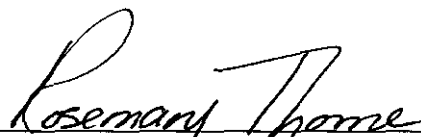
@ Charcol Limited

Passed 12 November 2003

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At a general meeting of the members of the above company, duly convened and held at The London Business Centre, Bradford & Bingley plc, 21-27 Lambs Conduit Street, London on 12 November 2003, the following SPECIAL RESOLUTION was passed:

THAT in accordance with Section 250 of the Companies Act 1985 (as amended by the Companies Act 1989) the Company being a dormant Company within the meaning of the said section, shall be exempt from the provisions of Part VII of the Companies Act 1985 relating to the audit of accounts and obligation to appoint auditors.



Chairman

12 November 2003

