

COMPANIES ACTS 1985 - 1989

Company Limited by Shares

Auctionair Limited

(Registered Number : 4146549)

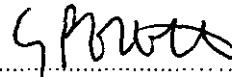
RESOLUTION

Passed on 31 October 2001

This is a print of a Special Resolution of the Company passed as a written resolution in accordance with Section 381A of the Companies Act 1985 on 31 October 2001.

SPECIAL RESOLUTION

1. THAT the pre-emption provisions in the articles of association of the Company be and are hereby disapplied in respect of the issue of ordinary shares of 1 penny each up to a maximum nominal amount of £140.00 in connection with the offer for subscription referred to in a memorandum issued by the Company and dated 17 September 2001.



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Director/Secretary

Dated: 14/12/ 2001

