

Registered No: 4217708

THE COMPANIES ACT 1985 (AS AMENDED)

COMPANY LIMITED BY SHARES

ELECTIVE RESOLUTIONS

- of -

BHD SERVICE AGENTS LIMITED

(passed 5 November 2001)



We, the undersigned, being the sole member of the Company who, at the time would be entitled to attend and vote at general meetings of the Company HEREBY PASS, the following resolutions as Elective Resolutions and agree that the said resolutions shall, for all purposes, be as valid and effective as if the same had been passed at a general meeting of the company duly convened and held.

ELECTIVE RESOLUTIONS

1. THAT in accordance with section 366A of the Companies Act 1985, the Company shall dispense with the holding of annual general meetings.
2. THAT in accordance with section 252 of the Companies Act 1985, the Company shall dispense with the laying of accounts and reports before the Company in general meetings.
3. THAT in accordance with section 386 of the Companies Act 1985, the Company shall dispense with the obligation to appoint auditors annually.

A handwritten signature in dark ink is written over a horizontal line.

For and on behalf of BHD Nominees Limited

Presenter's name and address: Brobeck Hale and Dorr, Park Gate, 25 Milton
Park, Oxford, OX14 4SH.