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Benson Interiors Limited

(the Company)

SOLE MEMBER'S WRITTEN RESOLUTION

In accordance with section 381(A) of the Companies Act 1985, I, the undersigned, being the authorised representative of the sole member of the Company for the time being entitled to receive notice of and attend and vote at General Meetings, hereby RESOLVE that the following resolution shall be as valid and effectual as if it had been passed at a meeting of the Company duly convened and held.

1. It is acknowledged that the purpose of this written resolution is to approve the extraordinary resolution for voluntary winding up of the Company and the appointment of Joint Liquidators.
2. IT IS RESOLVED THAT:
 - a) the Company cannot by reason of its liabilities continue its business and that it is advisable to wind up the Company.
 - b) Mr Michael David Gercke and Ian Christopher Oakley Smith, of PricewaterhouseCoopers LLP, Plumtree Court, London EC4A 4HT be nominated as Joint Liquidators for the purpose of winding up the Company's affairs and distributing its assets and that any act required or authorised under any enactment to be done by the Liquidator is to be done by all or any one of the Joint Liquidators.


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Mike Gercke
Joint Administrator
For and on behalf of Benson Limited (in administration)

Date 23 Dec 2004

Time

