

No. 04374605

COMPANIES ACTS 1985 and 1989

PRIVATE COMPANY LIMITED BY SHARES

ELECTIVE RESOLUTION

of

DSCLI HOLDINGS LIMITED



We, the undersigned, being the sole Member for the time being of the above-named company entitled to receive notice of and to attend and vote at General Meetings of that company, pursuant to Section 318A of the Companies Act 1985 HEREBY RESOLVE as an Elective Resolution:

" THAT pursuant to Section 379A of the Companies Act 1985 (as amended) (the "Act") the Company shall henceforth unless and until this Resolution shall be revoked:-

1. dispense with the laying of accounts and reports before the Company in general meeting for the purposes of Section 252 of the Act;
2. dispense with the holding of Annual General Meetings for the purposes of Section 366A of the Act; and
3. dispense with the obligation to appoint auditors annually for the purposes of Section 386 of the Act, whenever applicable, and authorises the directors to fix the auditors remuneration from time to time as they think fit."

DATED: this 19th day of March 2004

For and on behalf of
Health and Fitness Holdings Limited


Director