Elective Resolutions of

BFICIENT LIMITED

Company No: 4425270

Passed: 26 April 2002

The Companies Acts 1985 and 1989

At an Extraordinary General Meeting of the above-named Company duly convened and held at 189 REDDISH ROAD, STOCKPORT, CHESHIRE on 26 April 2002 at noon the following Resolutions were unanimously passed as Elective Resolutions.

Resolutions

- 1. "That pursuant to Section 366A of the Companies Act 1985, the company hereby elects to dispense with the holding of Annual General Meetings in 2003 and subsequent years (until this election is revoked)."
- 2. "That pursuant to Section 386 of the Companies Act 1985, the company hereby elects to dispense with the obligation to appoint auditors annually"
- 3. "That pursuant to Section 252 of the Companies Act 1985, the company hereby elects to dispense with the laying of accounts and reports before the company in general meeting"

[Chairman]

2 6 APR 2002

[Date]

A30 0514
COMPANIES HOUSE 01/05/02