

THE COMPANIES ACT 1989

COMPANY NUMBER: 4496309

ELECTIVE RESOLUTION OF: GROUP CLEAN LIMITED

We, the undersigned, being all members for the time being of the above named company entitled to receive notice of and to attend and vote at General Meetings, HEREBY PASS the following resolutions as Elective Resolutions and agree that the said resolutions shall, for all purposes be valid and effective as if the same had been passed at a General Meeting of the Company duly convened and held:

IT WAS RESOLVED:

- (a) That, with effect from the date of passing of this Elective Resolution in accordance with section 366A of the Companies Act 1985, the Company shall not hold annual general meetings.
- (b) That, with effect from the date of passing this Elective Resolution in accordance with section 252 of the Companies Act 1985, the directors shall not be required to lay reports before the Company in general meetings.
- (c) That, with effect from the date of passing this Elective Resolution in accordance with section 386 of the Companies Act 1985, the Company shall dispense with the obligation to appoint auditors annually and accordingly, the Company's auditors shall remain in office until the Company or the auditors otherwise determine.

Date: 16/10/2002

Signed IR Pugh

MR IAN RUSSELL PUGH



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COMPANIES HOUSE

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19/10/02