

Company Number: 4735739

WRITTEN RESOLUTION APPROVING ELECTIVE RESOLUTIONS

The Companies Act 1985

COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

OF

BECONSFIELD LIMITED

Pursuant to Section 381A of the Companies Act 1985 ('the Act')

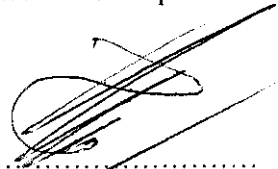
Passed on 6th September 2004

We, the undersigned members of the above named Company being all members who at the date hereof would be entitled to attend and vote at a general meeting of the Company, hereby resolve, as follows such resolutions to take effect as elective resolutions pursuant to Section 379A of the Act.

ELECTIVE RESOLUTIONS

1. **THAT** the provisions of Section 80A of the Act shall apply, in place of Section 80(4) and (5) of the Act, in relation to the giving or renewal, after the passing of this resolution, of an authority under the said section 80.
2. **THAT** the Company hereby elects:
 - (a) to dispense with the laying of accounts and reports before the Company in general meeting, in accordance with Section 252;
 - (b) to dispense with the holding of annual general meetings in accordance with Section 366(A); and

Dated this 6th September 2004


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For and on behalf of
Rushmead Limited

