

Fairfax Meadow Europe Limited

Company No:
4770072

The Companies Acts 1985 and 1989

We, the undersigned, being all the 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, pursuant to section 381A of the Companies Act 1985 as amended by the Companies Act 1989, for all purposes be as valid and effective as if the same had been passed at a General Meeting of the Company duly convened and held.

Elective Resolutions

1. *"That pursuant to Section 366A of the Companies Act 1985 (as amended), the Company hereby elects to dispense with the holding of Annual General Meetings in 2005 and subsequent years."*
2. *"That the Company elect to dispense with the obligation to appoint auditors annually pursuant to Section 386 of the Companies Act 1985 (as amended) and to authorise the directors to fix their remuneration from time to time as they should think fit."*
3. *"That pursuant to Section 252 of the Companies Act 1985 (as amended), the Company hereby elects to dispense with the laying of accounts and reports before the Company in general meeting."*

Passed on: 7 October 2005

The Members:



£1.00 Ordinary shareholders:

Argent Holdings Limited



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Fairfax Meadow Europe Limited

Minutes of a Meeting of the Board of Directors held at 6 Newmarket Drive, Osmaston Park Industrial Estate, Derby, Derbyshire, DE2 8SW on Friday 7 October 2005.

The following officers were present:

Andrew John Barnes (Director and Secretary)
David John Gray
Janice Hosty
Andrew Pennington Havard Hunter
Kevin Taylor
Penelope Jane Tomlinson
Ian Cameron Walker

Elective Resolutions

1. There were produced to the Meeting written form Resolutions (copy appended) to be circulated to the Members for their consideration and signature whereby it was to be resolved to pass the Resolutions as Elective Resolutions for the following purposes:
 - (i) To enable the Company to elect to dispense with the holding of Annual General Meetings in 2005 and subsequent years pursuant to Section 366A of the Companies Act 1985 (as amended).
 - (ii) To enable the Company to elect to dispense with the obligation to appoint auditors annually pursuant to Section 386 of the Companies Act 1985 (as amended) and to authorise the directors to fix their remuneration.
 - (iii) To enable the Company to elect to dispense with the laying of accounts and reports before the Company in general meeting pursuant to Section 252 of the Companies Act 1985 (as amended).
2. It was resolved that:
 - (a) the Directors recommend to the members of the Company that they adopt the Resolutions; and
 - (b) the Secretary be instructed to deliver a copy of the written Resolutions to the Company's auditors, Messrs. ;
 - (c) upon the written Resolutions being signed by all of the members, the Secretary be instructed to file the written Resolutions with Companies House.

There being no further business, the meeting was closed.

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Chairman

7 October 2005
Date