

Company No: 4874543

**NORTH CENTRAL MANAGEMENT HOLDING COMPANY LIMITED**

**The Companies Act 1985**

**COMPANY LIMITED BY SHARES**

**ELECTIVE RESOLUTIONS**

**passed as  
WRITTEN RESOLUTIONS**

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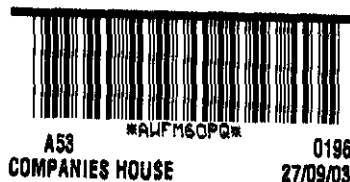
**Passed 22 September 2003**

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I, the undersigned, being the Sole Member of the above-named Company for the time being entitled to receive notice of and to attend and vote at General Meetings hereby RESOLVE as follows:

**RESOLUTIONS**

1. That, pursuant to the provisions of section 252 of the Companies Act 1985, the Company elects to dispense with the laying of accounts and reports before the Company in general meeting.
2. That, pursuant to the provisions of section 366A of the Companies Act 1985, the Company elects to dispense with the holding of annual general meetings
3. That, pursuant to the provisions of section 386 of the Companies Act 1985, the Company elects to dispense with the obligation to appoint auditors annually.
4. That, pursuant to the provisions of section 80A of the Companies Act 1985, the Company elects that the provisions of such section 80A shall apply, instead of the provisions of sections 80(4) and (5) of that Act, in relation to the giving or renewal, after the passing of this resolution, of an authority under such section 80.



  
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**MAUREEN POOLEY**

NC, Mins etc: NCM Holdings  
084726.011234:374931  
September 2003