

Company No. 4907591

THE COMPANIES ACTS 1985 AND 1989

PRIVATE COMPANY LIMITED BY SHARES

ELECTIVE RESOLUTIONS

OF

SHUCKLOW HILL MANAGEMENT CO LTD

We, the undersigned, being all the members of the Company who would be entitled to attend and vote at a general meeting of the Company, hereby pass the following resolutions as written resolutions, having effect as Elective Resolutions in accordance with section 381A Companies Act 1985:-

ELECTIVE RESOLUTIONS

1. That in accordance with section 366A Companies Act 1985 the Company hereby elects to dispense with the holding of annual general meetings in respect of 2004 and each subsequent year while this resolution remains in force.
2. That in accordance with section 252 Companies Act 1985 the Company hereby elects to dispense with the laying of accounts and reports before the Company in general meeting in respect of the present financial year and each subsequent financial year while this resolution remains in force.
3. That in accordance with section 386(1) Companies Act 1985 the Company hereby elects to dispense with the obligation to appoint auditors annually and that the Company's auditors shall be deemed to be re-appointed for each financial year while this resolution remains in force unless the Company otherwise resolves.

.....
Name: Andrew Ralph Elliot Inchbald

Date: 19 July 2005

Signed as a record of the proceedings:

.....
Name: Andrew Ralph Elliot Inchbald
Director



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COMPANIES HOUSE

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20/07/05