

Company No: 5069775

The Companies Act 1985

COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

of

BUCHANAN'S NOMINEES LIMITED

Passed on 5TH April 2004

I, the undersigned being the sole Member of the above Company for the time being entitled to receive notice to attend and vote at General Meetings, or the authorised agent of such member, hereby pass the following Resolutions and agree that the said Resolutions shall for these purposes be as valid and effective as if they had been passed as Elective Resolutions at a General Meeting of the Company duly convened and held.

ELECTIVE RESOLUTIONS

(pursuant to Section 379A of the Companies Act 1985 ('the Act'))

1. Election to dispense with laying of accounts and reports before general meeting.

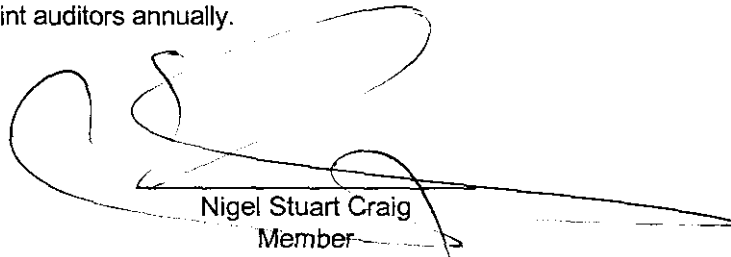
That in accordance with Section 252 of the Companies Act 1985 and Section 16 of the Companies Act 1989 the Company shall dispense with the laying of accounts and reports before the Company in general meeting for the current financial year and all subsequent financial years.

2. Election to dispense with holding AGM.

That in accordance with Section 366A of the Companies Act 1985, and Section 115 of the Companies Act 1989 the Company shall dispense with the holding of annual general meetings in 1999 and subsequent years until this election is revoked.

3. Election to dispense with the annual appointment of auditors.

That in accordance with Section 386 Companies Act 1985 the Company shall dispense with the obligation to appoint auditors annually.


Nigel Stuart Craig
Member

