

Company Number: 5078642

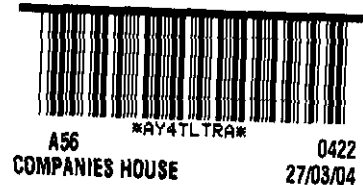
THE COMPANIES ACTS 1985 AND 1989

WRITTEN RESOLUTIONS effected pursuant to Section 381A
of the Companies Act 1985 and taking effect as

ELECTIVE RESOLUTIONS

of

CHARCO 943 LIMITED



We, being all the members of the above-named Company entitled to attend and vote at a general meeting of the Company, hereby resolve, and agree that such Resolutions shall take effect as ELECTIVE RESOLUTIONS, as follows:

1. "THAT, pursuant to Section 252 of the Companies Act 1985 (the "Act"), the Company dispense with the laying of accounts and reports before the Company in general meeting."
2. "THAT, pursuant to Section 366A of the Act, the Company dispense with the holding of annual general meetings."
3. "THAT, pursuant to Section 386 of the Act, the Company dispense with the obligation to appoint auditors annually."
4. "THAT the provisions of Section 80A of the Act apply, instead of Section 80(4) and (5) of the Act, in relation to the giving or removal hereafter of an authority under that Section."

Signed by or on behalf of the above members and dated the 26th day of March 2004

Names of Members

Signatures

Bayshill Management Limited


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Bayshill Secretaries Limited


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