

Company number: 5495333

THE COMPANIES ACTS 1985 to 1989
PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

- of -

HENDERSON BRETBY LIMITED
(the "Company")




We, the undersigned, being the sole member of the Company who, at the date of these resolutions would be entitled to attend and vote at general meetings of the company HEREBY PASS the following resolutions as elective resolutions and agree that these resolutions shall, for all purposes be as valid and effective as if they had been passed by us at a general meeting of the company duly convened and held.

ELECTIVE RESOLUTIONS

1. That in accordance with sections 252 and 379A of the Companies Act 1985 (as amended) the Company elects to dispense with the laying of accounts and reports before the company in general meeting in respect of the current financial year and in respect of subsequent financial years until this resolution is revoked or otherwise ceases to have effect.
2. That in accordance with sections 366A and 379A of the Companies Act 1985 (as amended) the Company elects to dispense with the holding of annual general meetings in 2005 and subsequent years until this resolution is revoked or otherwise ceases to have effect.
3. That in accordance with sections 386 and 379A of the Companies Act 1985 (as amended) the Company elects to dispense with the obligation to appoint auditors annually until this resolution is revoked or otherwise ceases to have effect.

Dated: 12 July 2005


For and on behalf of
Huntsmoor Nominees Limited

Presented by:
Taylor Wessing
Carmelite
50 Victoria Embankment
Blackfriars
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Ref: RWC/GPW