

Company Number: 5684084

**The Companies Act 1985
Companies Limited by Shares
Ordinary Resolution of
Pall Mall Finance Limited
("the company")**

Passed 26th April 2006

By a written resolution dated Wednesday 26th April 2006, the holder of all the issued share capital of the company agreed to the following resolutions being passed:

That pursuant to the provisions of:

- i. Section 252 of the Companies Act 1985, the company seeks a written resolution from all its shareholders to dispense with the laying of the audited financial statements before the company in general meeting;
- ii. Section 366A of the companies Act 1985, the company seeks a written resolution from all its shareholders to dispense with the requirement to hold an Annual General meeting;
- iii. Section 386 of the Companies Act 1985, the company seeks a written resolution from all its shareholders to dispense with the requirement to appoint auditors to the company on an annual basis."

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John Beck
Secretary Pall Mall Finance Limited
Date: 26th April 2006

