

SC
Company Number: 108468

MEDIGUARD SERVICES SCOTLAND LIMITED

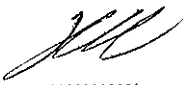
**WRITTEN RESOLUTION OF THE MEMBERS
IN LIEU OF AN EXTRAORDINARY GENERAL MEETING**

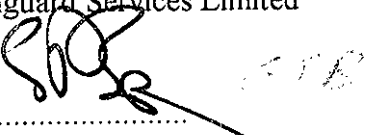
We, the undersigned, representing the only member for the time being of the above Company do agree to the following Special Resolution:

SPECIAL RESOLUTION

"That in accordance with the provisions of Section 250 of the Companies Act 1985 (as amended) the Company, being dormant within the meaning of the said section, be exempt from the obligation to appoint Auditors as otherwise required by Section 384 of the said Act"

Dated this thirteenth day of August 1998


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Director and authorised signatory of:
Mediguard Services Limited


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Director and authorised signatory of:
Rentokil Nominees Limited

Authorised Representative
Plant Nominees Ltd.

