THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

SCOTPOWER LIMITED

RESOLUTION

(Passed 4th January 1990)

At an Extraordinary General Meeting of ScotPower Limited duly convened and held at Cathcart House, Spean Street, Glasgow on 4th January 1990 the following Resolution was passed as a Special Resolution:-

SPECIAL RESOLUTION

THAT the Company having been dormant within the meaning of Section 252(5) of the Companies Act 1985 ("the Act") from the time of the Company's formation until the date of this Resolution and no general meeting of the Company at which accounts are laid as required by Section 241 of the Act having been held, the Company be and is hereby made exempt, pursuant to Section 252(3) of the Act, from the obligation to appoint auditors as otherwise required by Section 384 of the Act.

I.M.H. Preston, Director