

02-02-96

COMPANY NUMBER - 162420

COMPANIES ACT 1985 TO 1989

WRITTEN RESOLUTION

OF

MAXWELL FARMS LIMITED

We, the undersigned, being all the members of the Company entitled to attend and to vote at general meetings of the Company, HEREBY RESOLVE in terms of Section 381A of the Companies Act 1985 (the "Act"):-

That the Company pursuant to Section 379A of the Act hereby elects for the purposes of:-

- (a) Section 252 of the Act, to dispense with the laying of accounts and reports before the Company in general meeting.
- (b) Section 366A of the Act, to dispense with the holding of annual general meetings.
- (c) Section 386 of the Act, to dispense with the appointment of auditors annually.

R F Maxwell

R F Maxwell

P Maxwell

P Maxwell

Mrs D J C Maxwell

Mrs D J C Maxwell

G J Maxwell

G J Maxwell

29 December 1995

AUDITOR'S STATEMENT

We confirm that the above written resolution does not concern us as auditors of the company.

Signed

W D Johnston & Carmichael

Date

25/1/96

W D Johnston & Carmichael CA
158 Mid Street
Keith
Banffshire AB55 3BJ

