

Company Number: SC209693

GYLE DEVELOPMENTS LIMITED

WRITTEN RESOLUTION of the Company signed by the sole member for the time being entitled to receive notice of and vote at General Meetings (or being a corporation, by its duly authorised representative) passed as Elective Resolutions in accordance with Regulation 53 of Table A of the Companies (Tables A-F) Regulations 1985 forming part of the Articles of Association of the Company and pursuant to Section 381A of the Companies Act 1985.

It is hereby unanimously resolved as an Elective Resolution in accordance with Section 379A of the Companies Act 1985 ('the Act'):

THAT

- (A) The Company hereby elects:
- (i) pursuant to Section 252 of the Act, to dispense with the laying of accounts and reports before the company in general meeting;
 - (ii) pursuant to Section 366A of the Act, to dispense with the holding of annual general meetings;
 - and
 - (iii) pursuant to Section 386 of the Act, to dispense with the obligation to appoint auditors annually;
- (D) While the election made by Resolution A(iii) above remains in force, the remuneration of the auditors be fixed by the Directors.

.....
for and on behalf of The EDI Group Limited

29/04/04
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Date

