

THE COMPANIES ACTS 1985 AND 1989

COMPANY LIMITED BY SHARES

RESOLUTIONS

OF

APEX GUTTER SYSTEMS LIMITED

Passed 12 September 1995

At an Extraordinary General Meeting of the above named company duly convened and held on 12 September 1995 the following Resolutions were duly passed:

ELECTIVE RESOLUTIONS

- 1.. In accordance with Section 379A of the Companies Act 1985, it was resolved:
 - (i) THAT pursuant to Section 366A of the Companies Act 1985, the company hereby dispenses with the holding of Annual General Meetings.
 - (ii) THAT pursuant to Section 252 of the Companies Act 1985, the company hereby dispenses with the laying of accounts and reports before General Meetings of the members.
2. In accordance with Section 386 of the Companies Act 1989, it was resolved:

THAT pursuant to Section 386 of the Companies Act 1989, the company hereby dispenses with the annual appointment of auditors.



A handwritten signature in black ink, appearing to be "M. J. ...".

.....
Chairman